

OUTCOME OF BOARD MEETING

PCASL/27/2023-24

Date: 25.07.2023

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers Dalal Street,
Mumbai - 400001
BSE Scrip Code: 543527

To,
Manager-Listing Compliance,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra East,
Mumbai - 400051
Symbol: PRUDENT

Dear Sir/Madam,

Sub: Outcome of meeting of the Board of Directors of Prudent Corporate Advisory Services Limited held on July 25, 2023 - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") read with SEBI Circular bearing reference number CIR/CFD/CMD/4/2015 dated September 9, 2015, as amended from time to time, we hereby submit the outcome of the meeting of the Board of Directors ("Board") of Prudent Corporate Advisory Services Limited held on **July 25, 2023**.

The Board, based on the recommendations of the Audit Committee, has, *inter-alia*, considered and approved the draft Scheme of Amalgamation amongst Prudent Broking Services Private Limited ("PBSPL" or "the Transferor Company") and Prudent Corporate Advisory Services Limited ("the Company" or "PCASL" or "the Transferee Company") and their respective shareholders and creditors ("the proposed draft Scheme") under section 233 of the Companies Act, 2013 read with other applicable provisions and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof). (Transferor Company and Transferee Company collectively referred to as "**Companies**"). The Transferor Company is wholly owned subsidiary of the Transferee Company.

The draft Scheme shall be subject to the requisite sanction of the Hon'ble Regional Director, North Western Region and such other statutory and other regulatory authorities as may be required in this regard.

The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are given as **Annexure**.

We request you to take the same on record.

Thanking You

For Prudent Corporate Advisory Services Limited

Ghetia
Dhavalkumar
r Pareshbhai

Digitally signed by
Ghetia Dhavalkumar
Pareshbhai
Date: 2023.07.25
15:21:41 +05'30'

Dhavalkumar Ghetia
Company Secretary & Compliance officer

Encl:- As stated above

ANNEXURE

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023

Sr. No	Particulars	Details									
a)	Name of the entity(ies) forming part of the amalgamation, details in brief such as size, turnover etc.	The Transferee Company – Prudent Corporate Advisory Services Limited (listed on BSE Limited and National Stock Exchange of India Limited) The Transferor Company – Prudent Broking Services Private Limited (unlisted) The brief extract financials for the period ending March 31, 2023, is as under: (Rs. in Lakhs) <table> <tr> <th>Particulars</th><th>PCASL (Standalone)</th><th>PBSPL (Standalone)</th></tr> <tr> <td>Turnover- Revenue from operations</td><td>51,823.43</td><td>2256.54 (including of Discontinuing Operations)</td></tr> <tr> <td>Networth</td><td>26,646.83</td><td>2,715.61</td></tr> </table>	Particulars	PCASL (Standalone)	PBSPL (Standalone)	Turnover- Revenue from operations	51,823.43	2256.54 (including of Discontinuing Operations)	Networth	26,646.83	2,715.61
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Turnover- Revenue from operations	51,823.43	2256.54 (including of Discontinuing Operations)									
Networth	26,646.83	2,715.61									
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The proposed draft Scheme is between the Transferor Company, a wholly owned subsidiary and the Transferee Company, holding company. The proposed amalgamation shall not to be treated as a related party transaction in terms of General Circular No. 30/2014 dated 17 July, 2014, issued by the Ministry of Corporate Affairs. Further, pursuant to Regulation 23(5)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related party provisions are not applicable to the proposed draft Scheme.									
c)	Area of business of the entity (ies)	PBSPL is engaged in the business of stock broking and depository business, commodity broking, research analyst and other financial / investment related services. PCASL is engaged in mainly in the business of distribution of mutual funds existing in India, stock broking and depository business, investment advisory									

		and other financial / investment related services.
d)	Rationale for Amalgamation	In order to consolidate the business at one place and effectively manage the Transferor Company and Transferee Company as a single entity, which will provide several benefits, it is intended that the Transferor Company be amalgamated with the Transferee Company. The reasons and circumstances leading to and justifying the proposed Scheme of Amalgamation of the Transferor Company with the Transferee Company, which makes it beneficial for all concerned stakeholders, are as follows: - The Transferor Company is the wholly owned subsidiary of the Transferee Company. Both are operating in complementary/ similar line of business and can be conveniently combined for the mutual benefits as this would increase the profitability of the Transferee Company. It will also lead to simplification of group structure by eliminating multiple companies in similar businesses; - The synergy created by the amalgamation would increase operational efficiency and integrate business functions. This will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the customer base, revenue streams, products and service offerings. - The amalgamation will lead to reduction in costs, pooling of business and strategic resources, greater cost-efficient services, enhanced support services, easy access / availment of all the services, economies of scale and the benefit of access to latest and advanced technologies; - It would be advantageous to consolidate the business operations in a single entity and build strong capability to effectively meet future challenges in competitive business environment. - The amalgamation will result in achieving greater financial strength and flexibility and to maximize overall shareholders' value; - Elimination of multiple administrative functions, record-keeping and enhanced operational efficiencies, thus resulting in reduced statutory and regulatory compliance burden and administrative costs; - The amalgamation will help in consolidating and improving the internal control systems and procedures which will bring greater management and operational efficiency due to integration of

		various similar functions being carried out by the entites such as human resources, finance, legal, management etc; h. The amalgamation will enable unified accounting and auditing resulting in reduction of costs, time and efforts involved.
e)	Brief details of change in shareholding pattern (if any) of all entities	The Transferor Company is the wholly owned subsidiary of the Transferee Company. Accordingly, upon the proposed draft Scheme coming into effect, the Transferee Company will not issue any shares in consideration for the amalgamation and hence there will not be any change in the shareholding pattern of the Transferee Company.
f)	In case of cash consideration – amount or otherwise share exchange ratio	The Transferor Company is the wholly owned subsidiary of the Transferee Company. Accordingly, upon the proposed draft Scheme coming into effect, no new shares will be allotted by the Transferee Company and/or no cash consideration will be paid.