



Date: 15.05.2025

To, The General Manager, Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 Scrip Code: 544223	To, Manager-Listing Compliance, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Symbol: CEIGALL
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Dear Sir,

Subject: Outcome of the Board Meeting held today i.e. May 15, 2025

Ref: Regulation 30 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015.

In continuation of our letter dated May 08, 2025 and May 12, 2025 in terms of Regulation 29 & 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)], please be informed that the Board of Directors of the Company at its meeting held today i.e., May 15, 2025, have approved the proposed Scheme of Arrangements and the merger/amalgamation of Ceigall Infra Projects Private Limited (a wholly owned subsidiary company of Ceigall India Limited) with C & C Construction Limited, pursuant to Sections 230 to 232 of the Companies Act, 2013 and Section 60(5) of the Insolvency and Bankruptcy Code, 2016.

The said Scheme is subject to approval from the Hon'ble National Company Law Tribunal, Delhi Bench and other requisite statutory/ regulatory approval.

Detail as required under Regulation 30 of SEBI (LODR) read with SEBI Master Circular dated 11th November 2024 attached as **Annexure- A**

The meeting of the Board commenced at 01:30 p.m. and concluded at 4.55 p.m.

Kindly take the above information on your records.

Thanking You,
For Ceigall India Limited

Megha Kainth
Company Secretary & Compliance officer
Membership No. - F7639

CEIGALL INDIA LIMITED

Corporate Office : Plot No. 452, Udyog Vihar Phase-5, Near GPO Gurugram Behind Enkay Tower, Gurugram
Haryana-122016, Contact : 0124-420 6978

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Tele/Fax : +91-161-4623666

website : www.ceigall.com, Email id : secretarial@ceigall.com



Annexure - A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Items for Disclosure	Description
1.	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.	<p>Ceigall Infra Projects Private Limited (CIPPL) - (Wholly Owned Subsidiary of the Company.) - Proposed Transferor Company.</p> <p>[As on 31.03.2025 CIPPL Turnover – Rs. 1149.55 millions and Net Worth – Rs. 637.92 millions].</p> <p>AND</p> <p>C & C Construction Limited (CCCL) - Proposed Transferee Company. Company was under liquidation which is proposed to be revived through this Scheme of Arrangements and the proposed merger be mentioned)</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>Considering that on obtaining the Order of the Hon’ble National Company Law Tribunal [NCLT], Ceigall India Limited will be the Holding Company of C & C Constructions Limited, a Listed Entity, and except to the extent of their shareholding in Ceigall India Limited, none of the Directors, their Relatives or the entities, through which they can be considered interested or concerned in the proposed Scheme of Arrangements and the Meger, hence, the proposal can't be considered as a Related Party Transaction.</p>
3.	Area of business of the entity(ies)	<p>1. CIPPL - Engaged in the business of infrastructure construction and related activities.</p> <p>2. CCCL- Engaged in business of transmission and distribution, Bridges, railways and building.</p>

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4	Rationale for amalgamation / merger	The Merger will result in administrative and operational rationalization, enhance business efficiency, flexibility, and agility, positioning the Transferee Company for sustainable growth.
5.	In case of cash consideration – amount or otherwise share exchange ratio.	<p>As intimated on 29th March, 2025, CIPPL, the Company's Subsidiary has proposed to provide Inter Corporate Deposit (secured) to CCCL not exceeding Rs.50 Crore, with an option of CIPPL to convert into equity shares of CCCL, on approval of the Hon'ble NCLT.</p> <p>On obtaining the Order of NCLT on the merger of CIPPL with CCCL, Ceigall India Limited, initially is expected to hold upto 95% of the Shareholding and 5% by the existing shareholders of C & C Construction Limited.</p> <p>Eventually, Ceigall India Limited will reduce by offloading its shareholding in C & C Construction Limited from 95% to hold upto 75% of the Shareholding of C & C Construction Limited, in accordance with the SEBI Regulations and IBC Code.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity	NA

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