

7/Govt/SE/2025-26/0006
30th May, 2025

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra-Kurla
Complex, Bandra (East),
Mumbai 400 051
Trading Symbol: PAKKA

BSE Limited
Department of Corporate Service
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400 001
Scrip Code: 516030

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Merger by absorption of Pakka Impact Limited (“transferor company”) by Pakka limited (“transferee company”) / “the company”

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), this is to inform you that the Board of Directors of the Company in their meeting held on 30th May, 2025, subject to the requisite approvals/ consents have considered and approved the draft Scheme of Merger by Absorption of Pakka Impact Limited (“**PIL**”), a wholly owned subsidiary of the Company by Pakka Limited (“**PL**”) and their respective shareholders (“**Scheme**” or “**Draft Scheme**”) under Section 230 to 233 and applicable provisions of the Companies Act, 2013. The Appointed Date of the Scheme is 1st April, 2025.

The Scheme will be filed with the stock exchanges as per the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India and other circulars issued by SEBI. Upon the Scheme coming into effect, PIL will get dissolved without winding up.

The details as required as per Regulation 30 of SEBI (LODR) Regulations, 2015 read with **SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155** dated **November 11, 2024** is attached as ‘**Annexure – 1**’

The information in the above notice is also available on the website of the Company <https://www.pakka.com>.

We request you to kindly take the above on record and bring it to the notice of all concerned.

Thanking you,

Yours faithfully,
for Pakka Limited

Sachin Kumar Srivastava
Company Secretary & Legal Head

Encl: As Above

Disclosure of details as required as per Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, regarding Merger by absorption of Pakka Impact Limited (“Transferor Company”) by Pakka Limited (“Transferee Company”/ “The Company”)

<p>a)</p>	<p>Name of the entities forming part of the amalgamation/merger, details in brief such as size, turnover, etc.</p>	<p><u>Transferor Company: Pakka Impact Limited (“PIL”)</u>, is incorporated under the provisions of the Companies Act, 2013 and having its registered office situated at at Flat No.202, 3A/172 Azad Nagar, Kanpur 208002, Uttar Pradesh. Pakka Impact Limited is a wholly owned subsidiary of the Transferee Company.</p> <p>Paid Up Share Capital: Rs. 2,00,00,000/- consisting of 20,00,000 Equity Shares of Rs. 10/- each.</p> <p>Turnover as on 31.03.2024: NIL</p> <p>Turnover as on 31.03.2025: NIL</p> <p><u>Transferee Company: Pakka Limited (“PL”)</u>, is incorporated under the provisions of the Companies Act, 1956 and having its registered office at 312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur – 208001, Uttar Pradesh. Pakka Limited is listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>Paid Up Share Capital: Rs. 44,94,81,000/- consisting of 4,49,48,100 Equity Shares of Rs. 10/- each.</p> <p>Turnover as on 31.03.2024: Rs.40,474.29/- Lakhs</p> <p>Turnover as on 31.03.2025: 40,604.09/- Lakhs</p>
<p>b)</p>	<p>Whether the transaction would fall within related party transaction? If yes, whether the same is done at arm's length basis.</p>	<p><u>Related Party</u> Yes.</p> <p>The Transferor Company is a wholly owned subsidiary of the Company and as such the said companies are related parties to each other.</p> <p>However, Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated 17th July, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt under specific provisions the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013.</p> <p>Further, pursuant to Regulation 23(5) (b) of the SEBI (Listing Obligations and Disclosure Requirements)</p>

		Regulations, 2015 and the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 th November 2024, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is exempt.
c)	Area of business entities	<p>PIL, the Transferor Company is inter-alia is a material innovation company which develops scalable compostable packaging solutions. By creating environmentally responsible solutions, the Company believes in contributing towards a cleaner planet. The core objective is to commercialize ubiquitous application-based products & sustainable processes by cohesive, path breaking & exploratory approach towards material science & technology. The Company works on agro-residues, biopolymers and industrial waste as our base materials. With the strong innovative team & capable infrastructure, the Company wants to democratize the compostable packaging. The Company offerings are followings: -</p> <ul style="list-style-type: none"> • Material Development • Application based Packaging/Product Development • Process Innovation • Compostable Materials Testing • Incubation Access for innovators in Compostable Domain <p>PL, the Transferee Company is inter-alia engaged in the business of manufacturing and trading of products like Pulp, Kraft Paper, Poster Paper, Moulded (Tableware) Products, Bagasse Pith Pallets, and Egg Tray.</p> <p>PL has more than 44 years of manufacturing experience in the paper industry and has all the technical know-how into making world-class pulp which will ensure world class compostable products from the machine. The new machines are capable of producing the right quality products required domestically and internationally. In-house production of pulp by PL, which is a basic input for compostable products gives PL an edge over other competitors. With support from trusted marketing partners like PIL brand Chuk has become a popular name among the customers.</p>
d)	Rationale for amalgamation/merger.	<ul style="list-style-type: none"> ○ Reason for necessitating the merger is that the Transferor Company is a wholly owned subsidiary of the Transferee Company as the complete shareholding of the Transferor Company is held by Transferee Company (either directly or through nominee). ○ PIL and PL, belonging to the same group of management, it would be advantageous to combine

		<p>the activities and operations in a single entity. The merger would create synergies between two complementing companies with similar objective and business line.</p> <ul style="list-style-type: none"> ○ The merger will result in eliminating inter-corporate dependencies, managerial and other expenditure, organizational efficiency and optimal utilization of resources by elimination of unnecessary duplication of activities and related costs. ○ The merger will enable the merged entity to get direct access to market information, which will give them a better understanding of the market taste and customer requirements. This will assist the merged entity to produce the right quality required for different market segments. ○ The merger will increase enhance flexibility and ability to raise larger resources, attract and retain better talent and undertake larger support services related projects. ○ The merger will result in integration and effective utilisation of resources, which is likely to result in optimising overall shareholder value and improvement in competitive position of PL as a combined entity. ○ The merger will bring both the entities under one roof to portray one face to all the parties with whom the Pakka Group deals. ○ The merger will result in better leveraging of facilities, infrastructure and resources. ○ The merger will result in a reduction in the multiplicity of legal and regulatory compliances required at present to be separately carried out by PIL as well as by PL. ○ This merger will provide an opportunity to leverage assets and build a stronger sustainable business. It will provide an opportunity to fully leverage stronger asset capabilities, experience, expertise and infrastructure of both the companies and thus increased ability for promotion of business activities as well as for fund raising as may be required for business development. ○ The merger will lead to greater efficiency in overall combined business including economies of scale, efficiency of operations, cash flow management, increase asset base for the purpose of development of businesses of the combined entity, enhance their growth opportunities and maximize shareholders' value. ○ The merger will provide for more productive and optimum utilization of various resources by pooling the managerial, technical and financial resources of
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		<p>the PL and PIL which will minimize administrative compliances and fuel the growth of the business thereby helping effectively address the ever-growing competition.</p> <ul style="list-style-type: none"> ○ There is no likelihood that any shareholder or creditor or Bankers or employee of PIL and PL would be prejudiced as a result of the Scheme. Thus, the merger is in the interest of the shareholders, creditors, Bankers and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
e)	In case of cash consideration- amount, otherwise share exchange ratio.	The entire share capital of the Transferor Company is held by the Company. Upon the Scheme becoming effective, no shares of the Company shall be allotted in lieu or exchange of the holding of the Company in the Transferor Company. The equity shares held by the Company in the Transferor Company shall stand cancelled on the Effective Date without any further act/instrument or deed.
f)	Brief details of change in shareholding pattern (<i>if any</i>) of the listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the scheme of merger as no shares are being issued by the Company in connection thereto.

Yours faithfully,
for Pakka Limited

Sachin Kumar Srivastava
Company Secretary & Legal Head