

April 08, 2025

The Manager,
Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001

BSE Scrip code - 538942

Dear Sir/Madam,

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

In compliance with Regulation 30 read with Schedule III of the SEBI Listing Regulations, we wish to inform you that the Board of Directors (“**Board**”) of Mercantile Ventures Limited (“**Company**” or “**Transferee Company**”), based on the recommendation of the Audit Committee and the Independent Directors, at its meeting held today i.e. April 08, 2025, has considered and approved the Scheme of Amalgamation of India Radiators Limited (“**Transferor Company**”) with and into the Transferee Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (“**Scheme**”). The Scheme *inter alia* provides for the arrangement of the Transferor Company with and into the Transferee Company.

Key Highlights of the Scheme:

As on the date of the approval of the Scheme by the Board, the Transferee Company holds 38.74% of the equity share capital of the Transferor Company and 95.58% of the voting rights of the Transferor Company.

Pursuant to the proposed Scheme, equity shares of the Transferee Company shall be issued to the shareholders of the Transferor Company which would be listed on BSE Limited (“**BSE**”).

“10 (Ten) equity shares of the transferee Company with the face value of INR 10/- each fully paid up for every 36 (Thirty-Six) equity shares of the transferor Company with a face value of INR 10/- each fully paid up.”

The above swap ratio has been decided as per the share exchange ratio report issued by Mr. Kalyanam Bhaskar and Mr. V.G.Hareesh, registered valuers appointed by the Transferee Company and the Transferor Company respectively, and fairness opinion issued by Saffron Capital Advisors Private Limited and Khandwala Securities Limited, SEBI registered merchant bankers appointed by the Transferee Company and the Transferor Company respectively.

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Mercantile Ventures Limited

(CIN-L65191TN1985PLC037309)

Registered Office : 88 Mount Road, Guindy, Chennai - 600 032 India

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The Scheme is subject to the receipt of necessary statutory and regulatory approvals, including approval of Stock Exchange, Securities and Exchange Board of India, the respective shareholders and creditors of respective companies and jurisdictional bench of the National Company Law Tribunal.

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, with respect to the above, are given in the enclosed **Annexure – A**

The meeting of the Board commenced at 03.00 P.M. IST and concluded at 3.21 P.M. IST.

The above information is also being made available on the website of the Company at www.mercantileventures.co.in

We request you to take note of the same.

Thanking you,

Yours faithfully,
For MERCANTILE VENTURES LIMITED

E N Rangaswami
Whole-time Director
DIN: 06463753



Encl : As above

Annexure - A - Brief details of Arrangement

S.No	Particulars	Details
1.	Name of the entity(ies) forming part of the Scheme of Arrangement, details in brief such as, size, turnover etc.	<p>As per India Radiators Limited (Transferor Company) Limited Reviewed Financial Statements as on December 31, 2024, Transferor Company has: Total assets – Rs.1,826.31 Lakhs Net worth – (Rs. 0.96) Lakhs Turnover – Rs. 4.74 Lakhs</p> <p>As per Mercantile Ventures Limited (Transferee Company) Limited Reviewed Financial Statements as on December 31, 2024, Transferee Company has: Total assets – Rs. 44,133.05 Lakhs Net worth – Rs. 36,387.79 Lakhs Turnover – Rs. 5,292.37 Lakhs</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The Transferor Company is a subsidiary of the Transferee Company. The Transferee Company is entitled to 95.58% of the voting rights of the Transferor Company due to non-payment of dividend on preference shares for more than two years. In this manner, the Transferee Company is the holding company of Transferor Company. However, the Transferee Company holds 38.74% of the Equity Share Capital of the Transferor Company. The proposed transaction is between the Transferor Company and the Transferee Company.</p> <p>In terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs, the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 ("Act"), will not attract the requirements of Section 188 of the Act.</p> <p>The consideration for the amalgamation is being discharged on an "arm's length" basis and has been arrived based on share exchange ratio report issued by Mr. Kalyanam Bhaskar, (Registration No. IBBI/RV/06/2020/12959) and Mr. V.G.Hareesh, (Registration No. IBBI/RV/03/2021/14465), both registered valuers. The Independent Directors and the Audit Committee have also provided their reports recommending the Scheme.</p>
3.	Area of business of the entity(ies)	<p>The Transferor Company is engaged in the business of renting out properties, owned by the Company.</p> <p>The Transferee Company is engaged in the business of leasing of immovable property and supply of Manpower Services.</p>
4.	Rationale for Arrangement/ merger	<p>With a view to rationalize and consolidate the business activities, the Board of Directors of the Transferor Company have decided to amalgamate the Transferor Company with the Transferee Company in order to ensure better management of the Company as a single entity. The Board of Directors of the Transferor Company are of the opinion that the proposed amalgamation of the Transferor Company with the Transferee Company will be for the benefit of both the Transferor Company and the Transferee Company in the following manner:</p> <p>a) By this amalgamation, it is expected that the administrative and operational costs will be considerably reduced and the Transferee Company will be able to operate and run the business/operations more effectively and economically resulting in better turnover and profits.</p>



		<p>b) It is expected that the proposed Scheme of Amalgamation will benefit the Transferee Company in the usual economies of a centralized and a large company including elimination of duplication of work, reduction in overheads, better and more productive utilization of human and other resource and enhancement of overall business efficiency and will bring in synergies for the Transferee Company post amalgamation. It will help the Transferee Company to use the combined managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth of the business, thereby it will make available to the Transferee Company, the benefit of technical and marketing expertise of both the companies.</p> <p>c) The said Scheme of Amalgamation will contribute in fulfilling and furthering the objects of these companies. It will strengthen, consolidate and stabilize the business of these companies and will facilitate further expansion and growth of their business.</p> <p>d) The Transferee Company will have the benefit of the combined assets, cash flows and man-power of both the companies. These combined resources will enhance its capability to expand and improve its efficiency of operations.</p>
<p>5.</p>	<p>In case of cash consideration amount or otherwise share exchange ratio</p>	<p>There is no cash consideration involved in the Scheme.</p> <p>Upon the Scheme becoming effective and in consideration of the transfer and vesting of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot Equity Shares to shareholders, administrators, legal representatives, determined as on Record Date, whose name is recorded in the register of members of Transferor Company in the following proportion: 10 (Ten) equity shares of the transferee Company with the face value of INR 10/- each fully paid up for every 36 (Thirty-Six) equity shares of the transferor Company with a face value of INR 10/- each fully paid up.</p> <p>The Share Exchange Ratio is arrived on the basis of Joint share exchange ratio report (“Valuation Report”) dated March 31, 2025 issued by Mr. Kalyanam Bhaskar, (Registration No. IBBI/RV/06/2020/12959) and Mr. V.G.Hareesh, (Registration No. IBBI/RV/03/2021/14465), both registered valuers, appointed by the Transferee Company and Transferor Company respectively, describing the methodology adopted by them in arriving at the share exchange ratio.</p>
<p>6.</p>	<p>Brief details of change in shareholding pattern (if any) of listed entity</p>	<p>Post the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up. Accordingly, change in shareholding pattern of the Transferor Company shall not be applicable. In consideration of amalgamation, the shareholders of Transferor Company would be issued equity shares of the Transferee Company, as per the Share Exchange Ratio, as mentioned in s.no. 5 above.</p>



		The pre and post the Scheme, shareholding pattern of the Transferee Company will be as follows:				
Pre-Scheme			Post-Scheme			
Category	No. of Shares	% of Holding	Category	No. of Shares	% of Holding	
Promoters	8,14,24,237	72.75	Promoters	8,14,24,237	72.65	
Non-Promoters	3,04,93,958	27.25	Non-Promoters	3,06,47,118	27.35	
Total	11,19,18,195	100.00	Total	11,20,71,355	100.00	

Thanking You,

Yours faithfully,
For **MERCANTILE VENTURES LIMITED**

E N Rangaswami
Whole-time Director
DIN: 06463753

