

VLL\SE\098\2023-24
Date: 30.03.2024

Listing Centre
B S E Limited
P J Towers, Dalal Street
Mumbai: 400001

Scrip Code No.524394

Asst Vice President
National Stock Exchange of India
Limited
"Exchange Plaza", Bandra
Kurla Complex, Bandra (E)
Mumbai – 400051
Trading Symbol: VIMTA LABS

Dear Sir/ Madam,

Sub: Scheme of Amalgamation of Emtac Laboratories Private Limited, Wholly Owned Subsidiary Company with Vimta Labs Limited, Holding Company.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby notify the Stock Exchanges that the Board of Directors of the Company at its meeting held on 30th March 2024, has, inter alia, approved the Scheme of Amalgamation of Emtac Laboratories Private Limited ("Transferor Company"), which is a wholly-owned subsidiary of the Company, with Vimta Labs Limited ("Transferee Company") under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

The Scheme is subject to necessary statutory and regulatory approvals under the applicable laws, including approval of the jurisdictional National Company Law Tribunal.

The disclosure as required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is attached as per **Annexure A**.

The meeting commenced at 11:00 AM and ended at 01:30 PM

This is for your information and records.

Thanking you,

Yours faithfully,
for VIMTA LABS LIMITED

Sujani Vasireddi
Company Secretary



Annexure-A

Details required under 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

Sl. No.	Particulars	Details												
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc	<p>Transferee Company (Rs.in Mns)</p> <table border="1"> <thead> <tr> <th>Name of the entity</th> <th>Revenue for the year ended 31st March 2023 (Standalone)</th> <th>Net worth as on 31st March 2023 (Standalone)</th> </tr> </thead> <tbody> <tr> <td>Vimta Labs Limited</td> <td>3185.84</td> <td>2760.95</td> </tr> </tbody> </table> <p>Transferor Company (Rs.in Mns)</p> <table border="1"> <thead> <tr> <th>Name of the entity</th> <th>Revenue for the year ended 31st March 2023 (Standalone)</th> <th>Net worth as on 31st March 2023 (Standalone)</th> </tr> </thead> <tbody> <tr> <td>Emtac Laboratories Private Limited*</td> <td>58.38</td> <td>17.74</td> </tr> </tbody> </table> <p><i>*Wholly Owned Subsidiary of Vimta Labs Limited.</i></p>	Name of the entity	Revenue for the year ended 31 st March 2023 (Standalone)	Net worth as on 31 st March 2023 (Standalone)	Vimta Labs Limited	3185.84	2760.95	Name of the entity	Revenue for the year ended 31 st March 2023 (Standalone)	Net worth as on 31 st March 2023 (Standalone)	Emtac Laboratories Private Limited*	58.38	17.74
Name of the entity	Revenue for the year ended 31 st March 2023 (Standalone)	Net worth as on 31 st March 2023 (Standalone)												
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Emtac Laboratories Private Limited*	58.38	17.74												



Vimta Labs Limited

Registered Office
 142, IDA Phase II, Cherlapally
 Hyderabad-500 051, Telangana, India
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2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>The scheme involves the amalgamation of wholly owned subsidiary company with the holding company. Therefore, it is exempted as per Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Furthermore, in accordance with the General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, transactions resulting from compromises, arrangements, and amalgamations under the Companies Act, 2013, are not subject to the requirements of Section 188 of Companies Act, 2013.</p> <p>As the Transferor Company, being wholly owned subsidiary of the Company, are proposed to be amalgamated with the Company through the Scheme, there will be no issue of shares by the Transferee Company. Accordingly, no valuation will be required. Therefore, requirement of arm's length criteria is not applicable.</p>
3	Area of business of the entity(ies)	<p>The Transferor Company – Emtac Laboratories Private Limited is engaged in the business of testing and certifications of physical security products, electrical, electronic, and mechanical products.</p> <p>The Transferee Company – Vimta Labs Limited is engaged in the business of Contract Research and Testing organization which includes Electromagnetic interference (EMI)/ Electromagnetic compatibility (EMC) testing.</p>
4	Rationale for amalgamation/ merger	Business efficiency and economies of scale.
5	In case of cash consideration – amount or otherwise share exchange ratio	Since the Transferor Company is wholly owned subsidiary of the Transferee Company, no shares of the Transferee Company shall be allotted under the Scheme.
6	Brief details of change in shareholding pattern (if any) of listed entity	Since there is no issue of shares, there will be no change in the shareholding pattern of the Transferee Company pursuant to the Scheme.

