

22nd April 2025

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

BSE Security Code: 543364, ISIN: INE0FW001016

Sub: Outcome of Board Meeting held on 22nd April 2025

Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations") read with the Securities and Exchange Board of India ("SEBI") circular dated 13th July 2023, bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, and circular dated 11th November 2024, bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 as amended from time to time ("Disclosure Circular").

Dear Sir/Madam,

Please note that the Board of Directors ("**Board**") of Markolines Pavement Technologies Limited ("**Company**" or "**Transferee Company**"), at their meeting held today (i.e., 22nd April 2025), after due deliberations, have considered and approved a scheme of amalgamation of Markolines Infra Limited ("**Transferor Company**") into and with the Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules and regulations framed thereunder, SEBI Master Circular dated 20th June 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 and all amendments thereto ("**Scheme**"). (Transferor Company and Transferee Company collectively referred to as the "**Amalgamating Companies**").

Pursuant to the proposed Scheme, equity shares of the Company shall be issued to the shareholders of the Transferor Company in accordance with the Share Exchange Ratio (as defined below in Annexure A), which would be listed on the BSE Limited ("**Stock Exchange**").

The Scheme is subject to the receipt of applicable approvals, including approvals from the respective jurisdictional Hon'ble National Company Law Tribunal, SEBI, Stock Exchange and such other approvals, permissions, and sanctions of regulatory and other authorities as may be necessary.

The Appointed Date for the Scheme shall mean the opening business hours of 1st April, 2025 or such other date as may be directed / approved by the competent authority i.e. jurisdictional the National Company Law Tribunal or such other date as may be approved by the Board of the Amalgamating Companies. Further, the effective date for the Scheme shall be the closing business hours of the day on which the last of the conditions to the effectiveness of the Scheme, as set out in the Scheme are fulfilled, obtained or otherwise duly waived ("**Effective Date**").

The Scheme will be filed with the Stock Exchange as per the applicable provisions of Regulation 37 of the SEBI LODR Regulations read with the SEBI Master Circular dated 20th June 2023, bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93, as amended from time to time.

The meeting commenced at 11:30 A.M. and ended at 1:00 P.M.

Sincerely,

For **Markolines Pavement Technologies Limited**

Sanjay Patil
Managing Director
DIN: 00229052

Annexure A

The details/ disclosures required under Regulation 30 and Schedule III of the Listing Regulations and the Securities and Exchange Board of India Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are provided hereunder:

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Name: Markolines Infra Limited (Transferor Company) (formerly Markolines Infra Private Limited)</p> <p>Authorised Capital: Rs. 23,00,00,000/- divided into 2,30,00,000 Equity Shares of Rs. 10/- each.</p> <p>Paid-up Capital: Rs. 14,20,00,300/- divided into 1,42,00,030 Equity Shares of Rs. 10/- each.</p> <p><u>Markolines Infra Limited (as on 30th September 2024):</u></p> <p>Total assets: Rs.6,434.69 lakhs</p> <p>Turnover: Rs.6,558.30 lakhs</p> <p>Net worth: Rs.4,009.43 lakhs</p> <p>Name: Markolines Pavement Technologies Limited (Transferee Company)</p> <p>Authorised Capital: Rs. 50,00,00,000/- divided into 5,00,00,000 Equity Shares of Rs. 10/- each.</p> <p>Paid-up Capital: Rs. 22,00,45,200/- divided into 2,20,04,520 Equity Shares of Rs. 10/- each.</p> <p><u>Markolines Pavement Technologies Limited (as on 30th September 2024)#:</u></p> <p>Total assets: Rs.28,255.80 Lakhs</p> <p>Turnover: Rs.10,747.73 Lakhs</p> <p>Net worth: Rs.15,210.88 Lakhs</p> <p><i># Markolines Pavement Technologies Limited is listed on the BSE SME platform and in accordance with SEBI regulations, submits its financial results on half-yearly basis. The latest financial statements filed with the Stock Exchange are for the half-year ended September 30, 2024.</i></p>
2.	Whether the acquisition falls within related party transaction(s) and whether the promoter/ promoter group/ group	<p>Yes. Furthermore, in accordance with General Circular No. 30/2014 dated 17th July 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>

Registered Office: 502, Wing-A, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai 400614 Maharashtra, India
Corporate Office: 6th Floor, Wing-A, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai 400614 Maharashtra,

☎ +91 22 6266 1111 ✉ Info@markolines.com 🌐 www.markolines.com

CIN: L99999MH2002PLC156371 (Formerly Markolines Traffic Controls Ltd.)

	<p>companies have any interest in the entity being acquired?</p> <p>If yes, nature of interest and details thereof and whether the same is done at "arm's length".</p>	<p>The transactions contemplated in the Scheme are being undertaken at arms' length in accordance with the Share Exchange Ratio (as defined below) which has been arrived at on the basis of the valuation report dated 21st April, 2025 issued by Ms. Neha Bhandari (IBBI Registration No.: IBBI/RV/16/2021/14449) recommending the fair equity share exchange ratio.</p> <p>Aftertrade Broking Private Limited (SEBI Registration No.: INM000013110), an independent SEBI registered Category I Merchant Banker, has issued a fairness opinion stating that the Share Exchange Ratio is fair from a financial point of view.</p>
3.	<p>Area of business of the entity(ies);</p>	<p>A. Markolines Pavement Technologies Limited (Transferee Company) is engaged in the business of:</p> <ul style="list-style-type: none"> a) Highway Maintenance which includes major maintenance and repairs of highways which covers Preventive, rehabilitation, renewal or resurfacing of the assets; b) Specialized Maintenance Services which includes Micro Surfacing, Cold In Place Recycling (CIPR) / Cold Central Plant Recycling (CCPR) with Cement and Foam Bitumen; and c) Specialized Construction Services which includes Full Depth Reclamation (FDR), Tunnelling, etc. <p>B. Markolines Infra Limited (Transferor Company) is engaged in the business of highway operations and maintenance (O&M) offering following services:</p> <ul style="list-style-type: none"> a) Toll operations, b) Route patrolling and incident management, and c) Routine maintenance.
4.	<p>Rationale for amalgamation / merger;</p>	<p>Background: Markolines Infra Limited (Transferor Company), incorporated in 2005, is a recognized leader in highway operations and maintenance (O&M) services, with expertise in toll operations, route patrolling, incident management, and routine maintenance. The Company has successfully executed 31 projects, operating 25 toll plazas and managing over 42,900 lane-kilometers across 16 states in India over a span of 11+ years.</p> <p>Markolines Pavement Technologies Limited (Transferee Company) was incorporated in 2002 is also a leading company providing major maintenance and specialized construction services to the highway industry in India over the span of more than 22 years.</p> <p>Objectives of the Amalgamation:</p> <p>The proposed amalgamation aims to consolidate the operational strengths, service capabilities, and market presence of both entities, resulting in strategic, operational, and financial advantages:</p>

		<p>1. Strategic and Capacity Enhancement:</p> <ul style="list-style-type: none"> a) Accelerated Time-to-Market: Streamlined organizational structure will enable faster decision-making, improved inter-departmental coordination, and quicker deployment of services. b) Broader Market Reach: Leveraging combined licenses, relationships, and regional footprints, the merged entity can access new markets and deepen its presence in existing ones. c) Business Model Scalability: Integration will result in a more agile, scalable, and responsive business model aligned with evolving industry dynamics. d) Operational Visibility and Real-Time Insights: Markolines Infra's 24x7 on-site presence enhances data accuracy and client interaction, allowing real-time project insights, optimized planning, and precise cost estimation—providing a strong competitive advantage. <p>2. Operational Synergies and Cost Efficiencies:</p> <ul style="list-style-type: none"> a) Reduction in Duplication and Risk: Unified operations reduce redundant legal and administrative frameworks, simplifying compliance and mitigating operational risks. b) Procurement and Vendor Optimization: A centralized procurement approach will improve bargaining power with suppliers, resulting in cost savings and enhanced contract terms. c) Streamlined Administrative Functions: Integration of HR, finance, IT, and legal functions will lower overheads and improve process efficiency. d) Economies of Scale: A larger operational base will yield cost advantages in compliance, business development, marketing, and service delivery. <p>3. Complementary Service Offerings & Strategic Positioning:</p> <ul style="list-style-type: none"> a) The merger will bring together complementary competencies across pavement technologies, specialized construction, and highway O&M services creating a holistic and robust infrastructure service provider. b) Most significantly, the amalgamation will make the merged entity the only and the largest company in India offering the entire spectrum of Highway Operations & Maintenance services—from construction and rehabilitation to toll operations and routine maintenance. c) This comprehensive capability will enhance brand visibility, broaden the service portfolio, and significantly strengthen the Company's position in the infrastructure sector.
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5.	In case of cash consideration – amount or otherwise share exchange ratio – required from registered valuer	<p>There is no cash consideration involved in the Scheme.</p> <p>Upon the Scheme of Amalgamation becoming effective, the Transferee Company will issue its equity shares to the shareholders of the Transferor Company as on the Record Date (as defined in the Scheme) as per the below Share Exchange Ratio ("Share Exchange Ratio"):</p> <p>Share exchange ratio will be 1:1.15 i.e. for every 1 existing share of Markolines Infra Limited shareholder will get new 1.15 shares of Markolines Pavement Technologies Limited</p> <p>The Share Exchange Ratio has been arrived at based on the valuation report dated 21st April 2025 issued by Ms. Neha Bhandari (IBBI Registration No.: IBBI/RV/16/2021/14449) recommending the fair equity share exchange ratio.</p> <p>Aftertrade Broking Private Limited (SEBI Registration No.: INM000013110), an independent SEBI registered Category I Merchant Banker, has issued a fairness opinion stating that the Share Exchange Ratio is fair from a financial point of view.</p>																								
6.	Brief details of change in shareholding pattern (if any) of listed entity	<p>Upon the Scheme becoming effective, the Transferee Company will issue equity shares as mentioned in point 5 above to the equity shareholders of the Transferor Company as on the Record Date (as defined in the Scheme) and all the equity shares of the Transferor Company shall stand extinguished.</p> <p>Accordingly, upon the Scheme becoming effective, the following change will occur in the shareholding pattern of the Transferee Company:</p> <table><tr><th rowspan="2">Particulars</th><th colspan="2">Pre-scheme shareholding</th><th colspan="2">Post-scheme shareholding</th></tr><tr><th>No. of shares</th><th>% of holding</th><th>No. of shares</th><th>% of holding</th></tr><tr><td>Promoter & Promoter group</td><td>1,27,93,095</td><td>58.14</td><td>2,35,50,800</td><td>61.43</td></tr><tr><td>Public</td><td>92,11,425</td><td>41.86</td><td>1,47,83,750</td><td>38.57</td></tr><tr><td>Total</td><td>2,20,04,520</td><td>100.00</td><td>3,83,34,550</td><td>100.00</td></tr></table>	Particulars	Pre-scheme shareholding		Post-scheme shareholding		No. of shares	% of holding	No. of shares	% of holding	Promoter & Promoter group	1,27,93,095	58.14	2,35,50,800	61.43	Public	92,11,425	41.86	1,47,83,750	38.57	Total	2,20,04,520	100.00	3,83,34,550	100.00
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Public	92,11,425	41.86	1,47,83,750	38.57																						
Total	2,20,04,520	100.00	3,83,34,550	100.00																						

Note:

1. The share exchange ratio has been rounded up to the nearest higher two decimal point. For example, if ratio shall be 1:1.147, then it shall be considered as 1:1.150.
2. While determining the number of shares to be allotted under the scheme to the Shareholders of the Transferor Company, any fractional entitlement arising from the calculation shall be ignored, and the final number of shares to be issued will be rounded down to the nearest whole number.