



## KAUSHALYA LOGISTICS

**Date: April 11, 2025**

To,  
National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza, C-1, Block-G  
Bandra Kurla Complex  
Bandra, Mumbai – 400051

**Scrip code: KLL**

**Sub: Outcome of the Board Meeting of the Company held on April 11, 2025**

**Re: Disclosure(s) under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")**

Dear Sir/ Madam,

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that the Board of Directors of the Company (the 'Board') at its meeting held today i.e. ,April 11, 2025, *inter-alia*, has transacted the following business:

### **Scheme of Arrangement involving the Company**

Based on the recommendation of the Audit Committee and the Committee of Independent Directors, the Board has considered and approved the Scheme of Arrangement between Kaushalya Logistics Limited ("KLL" or "**Demerged Company**" or "**the Company**") and Bhumika Logistics and Services Limited ("BLSL" or "**Resulting Company**") and their respective shareholders (the '**Scheme**'), which provides for demerger of the Logistics Business of the Company into the Resulting Company.

The Scheme is, *inter-alia*, subject to receipt of approval from shareholders and creditors of the companies involved and approval of statutory and regulatory authorities, including approvals from Stock Exchange and Jurisdictional National Company Law Tribunal, Chandigarh Bench ("**NCLT**").

Please find enclosed herewith the details as per Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 as **Annexure-1**.

The meeting of Board of Directors commenced at 02:30 P.M. and concluded at 04:00 P.M.  
We request you to take the same on record.

Thanking you,

Yours faithfully,

For **Kaushalya Logistics Limited**

  
**Uddhav Poddar**  
**Managing Director**  
**DIN: 00886181**

Encls: As above

Kaushalya Logistics Limited

**Corporate Off.:** 19, Community Centre, First & Second Floor,  
East of Kailash, New Delhi - 110065

**Tel.:** +91 11 41326013, 41638121

**email:** [info@kaushalya.co.in](mailto:info@kaushalya.co.in)  
**website:** [www.kaushalya.co.in](http://www.kaushalya.co.in)

**Regd. Off.:** 11, 2nd Floor, Guru Har Rai Complex, Opp Shiv Mandir, Near Manju Cinema, Millerganj, Ludhiana-141003, Punjab, India

CIN U45400PB2007PLC063260



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## Annexure-1

### Brief details of Demerger

S. No.	Particulars	Details																								
1.	Brief details of the division(s) to be demerged	Demerger of Logistics Business of the Demerged Company along with all associated activities, assets and liabilities, and vesting of the same into the Resulting Company																								
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<table><tr><th>Particulars</th><th>Turnover* of Logistics Business as on March31, 2024 (Rs. in lakhs)</th><th>Percentage to the total turnover of KLL as on March31, 2024</th></tr><tr><td>Logistics Business</td><td>5,097.50</td><td>3.48%</td></tr></table> <p>* On standalone basis</p>	Particulars	Turnover* of Logistics Business as on March31, 2024 (Rs. in lakhs)	Percentage to the total turnover of KLL as on March31, 2024	Logistics Business	5,097.50	3.48%																		
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Logistics Business	5,097.50	3.48%																								
3.	Rationale for demerger	<p>a) <b>Segregation of different business verticals:</b> KLL is engaged in the business of (i) Logistics; (ii) E-commerce; and (iii) Real Estate. The nature of risks, rewards, financial profile, competition and opportunities for Logistics business is separate and distinct from other businesses. Further, the Logistics business is capable of attracting different set of investors, strategic partners, lenders and other stakeholders.</p> <p>b) The Demerger aims to establish KLL as a pure-play E-commerce and Real Estate entity, and as a result, it is considering to hive off the 'Logistics business' to BLSL. Given that BLSL will be listed post Scheme, it will facilitate price discovery for the Logistics business.</p> <p>c) The effectiveness of the proposed Scheme will lead to two listed entities with one entity continuing with the E-commerce and Real Estate business and on the other hand, other entity carrying on the Logistics business. This will enable both the entities pursue their respective strategies to deliver higher growth for all stakeholders with specific independent focus on the respective businesses.</p>																								
4.	Brief details of change in shareholding pattern (if any) of the entities.	<p><b>Change in the shareholding of KLL</b></p> <table><tr><th rowspan="2">Category</th><th colspan="2">Pre-Scheme</th><th colspan="2">Post Scheme</th></tr><tr><th>No. of equity shares</th><th>% of shareholding</th><th>No. of equity shares</th><th>% of shareholding</th></tr><tr><td>Promoter</td><td>1,36,47,980</td><td>73.65</td><td>1,36,47,980</td><td>73.65</td></tr><tr><td>Public</td><td>48,82,020</td><td>26.35</td><td>48,82,020</td><td>26.35</td></tr><tr><td>Total</td><td>1,85,30,000</td><td>100.00%</td><td>1,85,30,000</td><td>100.00%</td></tr></table>	Category	Pre-Scheme		Post Scheme		No. of equity shares	% of shareholding	No. of equity shares	% of shareholding	Promoter	1,36,47,980	73.65	1,36,47,980	73.65	Public	48,82,020	26.35	48,82,020	26.35	Total	1,85,30,000	100.00%	1,85,30,000	100.00%
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	No. of equity shares	% of shareholding	No. of equity shares	% of shareholding																						
Promoter	1,36,47,980	73.65	1,36,47,980	73.65																						
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		<b>Change in the shareholding of BLSL</b>																								
		<table><tr><th rowspan="2">Category</th><th colspan="2">Pre-Scheme</th><th colspan="2">Post Scheme</th></tr><tr><th>No. of equity shares</th><th>% of shareholding</th><th>No. of equity shares</th><th>% of shareholding</th></tr><tr><td>Promoter</td><td>10,000</td><td>100.00*</td><td>1,36,47,980</td><td>73.65</td></tr><tr><td>Public</td><td>Nil</td><td>0.00</td><td>48,82,020</td><td>26.35</td></tr><tr><td>Total</td><td>10,000</td><td>100.00%</td><td>1,85,30,000</td><td>100.00%</td></tr></table>	Category	Pre-Scheme		Post Scheme		No. of equity shares	% of shareholding	No. of equity shares	% of shareholding	Promoter	10,000	100.00*	1,36,47,980	73.65	Public	Nil	0.00	48,82,020	26.35	Total	10,000	100.00%	1,85,30,000	100.00%
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Promoter	10,000	100.00*	1,36,47,980	73.65																						
Public	Nil	0.00	48,82,020	26.35																						
Total	10,000	100.00%	1,85,30,000	100.00%																						
		<i>* As on date, BLSL is a wholly-owned subsidiary of KLL</i>																								
5.	In case of cash consideration – amount or otherwise share exchange ratio;	<p>In consideration for demerger of Logistics Business of the Company into BLSL, in terms of this Scheme, BLSL shall, without any further act or deed, issue and allot to every equity shareholder holding equity shares in the Company and whose name appear in the Register of Members of the Company on the Specified Date, in the following ratio:</p> <p>1 equity share (face value of Rs. 10/- per share) of BLSL to be issued for every 1 equity share (face value of Rs. 10/- per share) of the Company.</p>																								
6.	Whether listing would be sought for the resulting entity	Yes. The equity shares to be issued by BLSL will be listed on the National Stock Exchange of India on NSE Emerge Segment, subject to necessary approvals.																								

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