



**Expo Engineering and Projects Ltd.**  
(Formerly known as Expo Gas Containers Ltd.)

Expo House, 150 Sheriff Devji Street,  
Mumbai 400 003, India  
Tel. : +91 22 6131 9600  
Website : [www.expogas.com](http://www.expogas.com)  
CIN NO.: L40200MH1982PLC027837

June 30, 2026

To,  
**BSE Limited**  
The Corporate Relationship Department  
P.J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 526614

**Subject: Outcome of Board Meeting- Disclosure pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Respected Sir/Madam,  
Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (“**SEBI LODR Regulations**”) as amended, we would like to inform you based on recommendation of the Audit Committee and Committee of Independent Directors, the Board of Directors at their meeting held today i.e. June 30, 2026 has *inter-alia* considered and approved the Draft Scheme of Merger by Absorption (“**Scheme**”) of Expo Project Engineering Services Private Limited (“**Transferor Company**”/ “**EP**”) by Expo Engineering and Projects Limited (“**Transferee Company**”/ “**EEAPL**”) and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Scheme of Merger by Absorption is subject to approval of the BSE Limited, Securities and Exchange Board of India (“**SEBI**”), National Company Law Tribunal (“**NCLT**”) and other competent authorities.

The details as required under Regulation 30 of the SEBI LODR Regulations read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, regarding the Scheme are enclosed herewith as **Annexure A**.

The meeting commenced at 3.30 p.m. and concluded at 6:40 p.m

This is for your information and records.

Yours faithfully,  
For Expo Engineering and Projects Limited

  
Hasanain S. Mewawala  
Managing Director  
DIN: 00125472  
Encl: As above



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### Annexure A

Details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular No. HO/49/14/14(7)2025- CFD-POD2/I/3762/2026 dated January 30, 2026 are provided herein below:

Sr. No	Particulars	Details														
01.	Name of the entity(ies) forming part of the amalgamation merger, details in brief such as, size, turnover, etc	<p><b>Transferor Company:</b></p> <p><b>Expo Project Engineering Services Private Limited (“EP”)</b> having CIN: U74210MH1996PTC103268 was incorporated October 14, 1996 under the provisions of the Companies Act, 1956.</p> <p>The registered office of the company is situated at 150, Sheriff Devji Street, Mumbai - 400 003.</p> <p>EP is an Unlisted Private Company.</p> <p><b>Transferee Company:</b></p> <p><b>Expo Engineering and Project Limited (“EEAPL”)</b> having CIN: L40200MH1982PLC027837, was incorporated on July 19, 1982 under the provisions of the Companies Act, 1956.</p> <p>The registered office of the company is situated at 150, Sheriff Devji Street, Mumbai - 400 003.</p> <p>The Company has its shares listed on the BSE Limited (“BSE”).</p> <p>Brief details of the Companies</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>EP</th> <th>EEAPL</th> </tr> <tr> <th>Transferor Company</th> <th>Transferee Company</th> </tr> </thead> <tbody> <tr> <td>Equity Paid-up Capital</td> <td>10,00,000</td> <td>9,11,85,600</td> </tr> <tr> <td>Reserves and Surplus</td> <td>8,91,42,585</td> <td>24,64,99,553</td> </tr> <tr> <td>Networth</td> <td>9,01,42,585</td> <td>33,76,85,153</td> </tr> </tbody> </table>	Particulars	EP	EEAPL	Transferor Company	Transferee Company	Equity Paid-up Capital	10,00,000	9,11,85,600	Reserves and Surplus	8,91,42,585	24,64,99,553	Networth	9,01,42,585	33,76,85,153
Particulars	EP	EEAPL														
	Transferor Company	Transferee Company														
Equity Paid-up Capital	10,00,000	9,11,85,600														
Reserves and Surplus	8,91,42,585	24,64,99,553														
Networth	9,01,42,585	33,76,85,153														





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Sr. No	Particulars	Details		
		Turnover (Excluding other income)	4,42,46,169	68,22,55,390
		Profit/(Loss) after Tax	29,66,858	1,74,13,378
		<i>As per Audited Financials as on 31-03-2026</i>		
02	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	<p>Related party</p> <p>Yes</p> <p>The promoters are same and are in control and management of the Transferor Company.</p> <p>Arm's Length Basis</p> <p>Yes, the Scheme has been contemplated at an arm's length basis. An Independent Valuation Report has been obtained from Mr. Suman Kumar Verma (Registered Valuer – securities or Financial Assets) having registered No. IBBI/RV/05/2019/12376 and Fairness Opinion has been obtained from Mark Corporate Advisors Private Limited, SEBI Registered Merchant Banker.</p>		
03	Area of business of the entity(ies),	<p><b>Transferor Company:</b> EP is inter-alia engaged in the specialized fields such as Time bound shutdown jobs, Column trays &amp; internals, Installation of Reactor internals, Catalyst loading &amp; unloading, Project piping, Equipment erection, Structural fabrication &amp; erection, Project Management, Tank fabrication &amp; erection and Turnkey projects</p> <p><b>Transferee Company:</b> EEAPL is inter-alia engaged in the business of Manufacturing a wide range of process plant equipment, including high-pressure vessels, heat exchangers, reactors, columns, and custom-built fabrications. Also provide end-to-end engineering solutions, from design and manufacturing to fabrication and installation.</p>		



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Sr. No	Particulars	Details
04	Rational for Amalgamation	<p>The merger of EP with EEAPL is based on the following rationale:</p> <ul style="list-style-type: none"> <li>• The promoter and promoter group of the EP and EEAPL are the same who are highly skilled.</li> <li>• EP and EEAPL, belonging to the same group of management, are largely engaged in the similar kind of business activities i.e. in the field of engineering and industrial services. Both companies carry on the business of providing engineering, procurement, and construction-related services, including mechanical, piping, structural, civil, electrical, and instrumentation works, primarily for industries such as chemicals, petrochemicals, oil refineries, fertilizers, and pharmaceuticals. Their activities include the fabrication, erection, and installation of columns, reactors, process equipment, and related internals, as well as the execution of time-bound shutdown, revamping, and maintenance assignments for onshore and offshore industrial facilities. Accordingly, both entities operate in the same sector and undertake substantially similar classes of engineering and project-related activities.</li> <li>• Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders.</li> <li>• The combined network of both the entities will enable the merged entity with more negotiation power.</li> <li>• 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.</li> <li>• The Transferor and Transferee Company are under common control and it would be advantageous to combine the activities and operations in a single Company and to build strong capability to effectively meet future challenges in competitive business environment.</li> </ul>



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Sr. No	Particulars	Details
		<ul style="list-style-type: none"><li>• This merger will result in business synergy, pooling of physical, financial and human resource of these Companies for the most beneficial utilization of these factors in the combined entity.</li><li>• The merger will result to synergic benefits, efficiency of operations and management, rapid growth of the entity, optimum utilization of its resources and minimization of the administrative and operative costs, in a value creation for the shareholders and stakeholders of EP and EEAPL as the combined amalgamated company will have improved efficiency, market share, financial structure, larger cash flows and stronger consolidated revenue and profitability.</li><li>• The proposed merger will enable the integration of the business activities of the Transferor Company with the Transferee Company</li><li>• This merger will result in usual economies of a centralized and a large company including elimination of duplicate work, reduction in overheads, better and more productive utilization of financial, human and other resource and enhancement of overall business efficiency. The proposed Scheme will enable these Companies to combine their managerial and operating strength, to build a wider capital and financial base and to promote and secure overall growth.</li><li>• The Merger will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company as well as by the Transferor Company.</li><li>• The merger of EP with EEAPL would result in consolidation of business activities of both the companies and will facilitate effective management of investments and synergies in operation.</li></ul>



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Sr. No	Particulars	Details
		<ul style="list-style-type: none"><li>There is no likelihood that any shareholder or creditor or employee, if any, of the EP and EEAPL would be prejudiced as a result of the scheme. Thus, the merger is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large</li></ul>
05	<del>in case of cash consideration amount or otherwise</del> Share Exchange Ratio	<b>22:1</b> (Upon the Scheme coming into effect and without any further act or deed on the part of EEAPL, EEAPL will, in consideration of transfer and vesting of EP into EEAPL in terms of this Scheme, issue and allot 22 (Twenty two) Equity Shares of the Face value of Rs. 4/- each credited as fully paid-up in the capital of EEAPL to the Equity Shareholders of EP for every 1 (One) Equity Share of the Face value of Rs. 10/- each held by the shareholders of EP).
06	Brief details of change in shareholding pattern of Listed entity	Pursuant to the Scheme coming into effect, the Transferor Company i.e., the unlisted company will be dissolved without winding up. Subsequent to the sanction of the Scheme, the Transferee Company will make an application for listing of New Shares on the stock exchange in which the shares of the Transferee Company are listed, in pursuance to the relevant regulations including, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circulars. The brief details are set out in <b>Annexure A</b> .



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### Annexure A

No. of Shareholders Pre and Post Arrangement of Expo Project Engineering Services Private Limited (Transferor Company)				
Category	Pre		Post	
	No. of shares	%	No. of shares	%
Promoter	1,00,000	100%	0	0
Public	0	0	0	0
<b>Total</b>	<b>1,00,000</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>

No. of Shareholders Pre and Post Arrangement of Expo Engineering and Projects Limited (Listed Transferee Co.)							
Pre Scheme			Allotment	Post Scheme		Post Scheme diluted share capital (assuming conversion of 31,45,715 warrants into Equity Shares)	
Category	No. of Shares	%	No of Shares	No of Shares	%	No of Shares	%
Promoters	1,29,81,925	56.95%	22,00,000	1,51,81,925	60.74	1,66,56,210	59.19
Public	98,14,475	43.05%	0	98,14,475	39.26	1,14,85,905	40.81
<b>Total</b>	<b>2,27,96,400</b>	<b>100.00%</b>	<b>22,00,000</b>	<b>2,49,96,400</b>	<b>100.00</b>	<b>2,81,42,115</b>	<b>100.00</b>



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