

Megraj Holdings Private Limited
Corporate Identity Number: U74140TG2022PTC167061

Date: 27th January, 2024

To
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400001.

Scrip Code: 974917 | Scrip ID: 7MHPL26 | ISIN Number: INE0NZ807013

Dear Sir/Ma'am,

Sub: Compliance Report in connection with application for obtaining No-Objection Letter under Regulation 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation between Megraj Holdings Private Limited ("Transferor Company") into and with Green Gold Animation Private Limited ("Transferee Company") and their respective shareholders and creditors

It is hereby certified that the Scheme of Amalgamation involving Megraj Holdings Private Limited ("Transferor Company") and Green Gold Animation Private Limited ("Transferee Company"), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

S No	Particulars	Whether complied (Yes/No)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	Scheme of Amalgamation
2.	Submission of Valuation Report	Yes	Submitted as Annexure of the documents submitted to the Stock Exchange
3.	Submission of Fairness opinion	Yes	Submitted as Annexure of the documents submitted to the Stock Exchange
4.	Submission of documents to Stock Exchange(s)	Yes	Submitted
5.	Disclosures in the Scheme of Arrangement	Yes	All required disclosures were enclosed as a part of the documents submitted to the Stock Exchange
6.	Provision of approval of	NA	Since, the currently number of

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S No	Particulars	Whether complied (Yes/No)	Remarks
	holders of NCDs/ NCRPS through e-voting		holders of Non-Convertible Debentures ("NCD") is one, there is no requirement of providing e-voting facility to the NCD Holders as per the provisions of the Companies Act, 2013. Further the Company will ensure compliance with the Directions/ orders of Hon'ble NCLT towards convening meeting(s), as may be required.
7.	Grievance redress/ Report on Complaints/ Comments	Yes	The Company undertakes to file the Report on Complaints within 7 days of expiry of 10 days from the date of uploading of Draft Scheme and related documents on Exchange's website
8.	Conditions for schemes of arrangement involving unlisted entities	Yes	
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	Submitted as Annexure of the documents submitted to the Stock Exchange

For Megraj Holdings Private Limited

Mohammed Younus
Company Secretary & Compliance Officer
Membership No: A42532

Sitarama Rajiv Chilakalapudi
Director
DIN: 01111825

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Megraj Holdings Private Limited and Green Gold Animation Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For Megraj Holdings Private Limited

Sitarama Rajiv Chilakalapudi
Director
DIN: 01111825