
ADM CAPITAL LIMOSA FUND II LP

To: **Megraj Holdings Private Limited**
Office No. A1101, The Platina 11th Floor, A Block
Gachibowli, Hyderabad – 500032, Telangana

Date: 8th January, 2024

Dear Sir/Ma'am,

Sub: In-principle approval for the Scheme of Amalgamation of Megraj Holdings Private Limited (“Transferor Company”) and Green Gold Animation Private Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Ref: Your request dated 4th January, 2024

We are in receipt of your Request along with the draft Scheme of Amalgamation of Megraj Holdings Private Limited (“**Transferor Company**” or “**Company**”) and Green Gold Animation Private Limited (“**Transferee Company**”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”) seeking In-principle approval for the Scheme and also informing us that, the Company will be providing detailed disclosure of all the material facts and other information, as may be required by under the applicable provisions, subsequently at the time of obtaining final consent/approval for the Scheme.

In reference to the above, we in the capacity of holder of 14,000 - Secured, Listed, Redeemable, Rated, Non-Convertible Debentures of face value of Rs. 1,00,000 (Rupees One Lakh Only) each, issued and allotted by the Company, do hereby accord our In-principle approval for the Scheme having carefully considering the Scheme and noting that the Scheme is not prejudicial to our interest.

Additionally, we express our unequivocal No-Objection in the event that the Company seeks to waive the requirement of providing the e-voting facility for the purpose of obtaining our consent/approval for the Scheme, in accordance with the applicable provisions.

Yours faithfully,

ADM Capital Management II Limited

As general partner for and on behalf of ADM Capital Limosa Fund II LP



Alexander Shaik, Director