

Megraj Holdings Private Limited
Corporate Identity Number: U74140TG2022PTC167061

BRIEF PARTICULARS OF MEGRAJ HOLDINGS PRIVATE LIMITED (“TRANSFEROR COMPANY”) AND GREEN GOLD ANIMATION PRIVATE LIMITED (“TRANSFEE COMPANY”)

Particulars	Transferee Company	Transferor Company
Name of the Company	Green Gold Animation Private Limited	Megraj Holdings Private Limited
Date of Incorporation & details of name changes, if any	23 rd February, 2004 Details of Name Changes: NA	27 th September, 2022 Details of Name Changes: NA
Registered Office	Office No. A1101, The Platina, 11 th Floor, A Block Gachibowli, Hyderabad - 500032, Telangana, India	Office No. A1101, The Platina, 11 th Floor, A Block Gachibowli, Hyderabad - 500032, Telangana, India
Brief particulars of the scheme	<p>The Scheme of Amalgamation between 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 (“Scheme of Amalgamation” or “Scheme”), seeks to amalgamate and consolidate the business of the Transferor Company into and with the Transferee Company. With effect from the Appointed Date (as defined in the Scheme) and upon this Scheme becoming effective and with effect from the Appointed Date, the entire business(s) and the whole of the Undertaking(s), properties, assets and liabilities of the Transferor Company shall stand transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company and matters incidental thereto, in terms of sections 230 to 232 and applicable provisions, if any, of the Companies Act, 2013, and pursuant to the orders of the National Company Law Tribunal sanctioning the Scheme, and also in accordance with Section 2(1B) of the Income-tax Act, 1961, as a going concern, without any further act or deed, subject to and in accordance with the provisions of the Scheme.</p> <p>In addition, upon coming into effect of the Scheme and in consideration of the aforementioned amalgamation, the Transferee Company shall issue and allot equity shares to the shareholders of the Transferor Company whose names are recorded in the register of members, as a member of the Transferor Company on the Record Date, in terms of the above fair share exchange ratio (as defined in the Scheme), and the listed NCDs (as defined in the Scheme) issued by the Transferor Company as on the Effective Date, shall be transferred to the Transferee Company and in lieu thereof, the Transferee Company shall issue new NCDs in favour of the respective holders of NCDs in the Transferor Company on the Effective Date, and such NCDs will be</p>	

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	listed on stock exchange.	
Rationale for the Scheme	<p>The Scheme seeks to benefit the respective companies and other stakeholders of respective companies, inter-alia, on account of the following reasons:</p> <p>(a) The amalgamation will enable pooling of resources of the companies involved in amalgamation to their common advantage, resulting in more productive utilization of the said resources and achieving economies of scale resulting into cost and operational efficiencies, which would be beneficial for all the stakeholders.</p> <p>(b) The amalgamation is expected to provide greater efficiency in cash management of the amalgamated entity, and efficient deployment of cash flow generated by the business for growth opportunities;</p> <p>(c) The amalgamation would result into simplification of the group structure by eliminating multiple entities and would bring greater management focus and would help in achieving uniform corporate policies and faster/ effective decision making and its implementation.</p> <p>(d) The amalgamation would help avoid duplication of regulatory and procedural compliances and consequently result into saving of time, resources and cost involved in such compliances.</p> <p>(e) The amalgamation would strengthen net worth of the combined business to capitalize on future growth potential. The amalgamation will enable efficient service and redemption of the NCDs issued by the Companies.</p> <p>(f) Cost savings are expected to flow from more focused operational efforts, standardization and simplification of business processes and the elimination of duplication, and rationalization of administrative expenses.</p> <p>(g) By amalgamation, the Transferor Company and the Transferee Company seek to diversify their market presence and product/service offerings. This broader portfolio will enhance the ability to navigate changing market dynamics, reduce dependency on specific sectors, and mitigate risks associated with market fluctuations.</p>	
Date of resolution passed by the Board of Director of the Company approving the Scheme	8 th January, 2024	8 th January, 2024
Appointed Date	1 st July, 2023	
Name of Exchanges where	No securities of the Transferee Company are listed on stock	Secured, Listed, Redeemable, Rated Non-Convertible Debentures of face value of Rs. 1,00,000 (Rupees One

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Particulars	Transferee Company	Transferor Company
securities of the company are listed	exchange(s).	Lakh Only) each issued by the Transferor Company are listed on BSE Limited
Nature of Business	The Transferee Company is <i>inter-alia</i> engaged in the business of producing animation content in 2D and 3D multimedia and other kinds of animations and to provide the consultancy services.	The Transferor Company is engaged in the business of <i>inter alia</i> providing financial services, management and consultancy services, business development and other advisory services relating to investments coming in and flowing from India.
Capital before the scheme (No. of debentures as well as capital in rupees)	Issued, Subscribed and Paid-up Share Capital of the Transferee Company is Rs. 4,90,00,000/- divided into 49,00,000 equity shares of face value of Rs. 10/- each. Debentures: The Transferee Company has issued and allotted 2,000 Secured, Unlisted, Redeemable, Rated Non-Convertible Debentures of face value of Rs. 1,00,000/- each aggregating to Rs. 20,00,00,000/-.	Issued, Subscribed and Paid-up Share Capital of the Transferor Company is Rs. 1,00,000/- divided into 10,000 equity shares of face value of Rs. 10/- each. Debentures: The Transferor Company has issued and allotted 14,000 Secured, Listed, Redeemable, Rated Non-Convertible Debentures of face value of Rs. 1,00,000/- each aggregating to Rs. 140,00,00,000/-.
No. of debentures to be issued	Upon effectiveness of the Scheme, the NCDs (as defined in the Scheme) issued by the Transferor Company as on the Effective Date, shall be transferred to the Transferee Company and in lieu thereof, the Transferee Company shall issue new NCDs in favour of the respective holders of NCDs in the Transferor Company on the Effective Date, and such NCDs will be listed on stock exchange. Thus, the Transferee Company will issue 14,000 new NCDs.	
Cancellation of debentures on account of cross holding, if any	Nil	Nil
Capital after the scheme (No. of debentures as well as	Issued, Subscribed and Paid-up Share Capital of the Transferee Company is Rs. 4,90,01,720/- divided into 49,00,172 equity shares of face value of Rs. 10/- each.	Not Applicable, since upon the Scheme coming into effect, the Transferor Company shall stand dissolved without being wound up.

Megraj Holdings Private Limited

Corporate Identity Number: U74140TG2022PTC167061

Particulars	Transferee Company	Transferor Company
capital in rupees)	<p>Debentures: The Transferee Company shall have has issued and allotted in aggregate 16,000 debentures as under:</p> <p>a) 2,000 Secured, Unlisted, Redeemable, Rated Non-Convertible Debentures of face value of Rs. 1,00,000/- each aggregating to Rs. 20,00,00,000/- ; and</p> <p>b) 14,000 Secured, Listed, Redeemable, Rated Non-Convertible Debentures of face value of Rs. 1,00,000/- each aggregating to Rs. 140,00,00,000/-.</p>	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	The Valuation cum Security Exchange Ratio Report dated 30 th December, 2023 ("Valuation Report") from Mr. Venkata Subbarao Kalva, an Independent Registered Valuer (IBBI Regd No. IBBI/RV/04/2019/11140), recommending the fair share exchange ratio.	
Methods of valuation and value per NCD/NCRP S arrived under each method with weight given to each method, if any.	<p>As per the Scheme, holders of the NCDs of the Transferor Company shall be entitled to receive the NCDs in the Transferee Company on the same terms (including the coupon rate, tenure, redemption price and quantum, nature of security, etc.). Therefore, for the purpose of issuance of NCDs by the Transferee Company, non-convertible debenture (NCD) exchange ratio is as under:</p> <p>1 (One) fully paid-up NCD of the Transferee Company of face value of Rs. 1,00,000/- each to be issued for every 1 (One) fully paid-up NCD of face value of Rs. 1,00,000/- each held in the Transferor Company.</p> <p>Thus, upon the Scheme becoming effective, the beneficial economic interest of the NCD holders of the Transferor Company in the NCDs of the Transferee Company would be same and therefore the proposed Amalgamation shall be value-neutral to the NCD holders of the Transferor Company. Accordingly, the fair value of NCDs of is not relevant for the present exercise.</p>	
Fair value per	Face Value of Non-Convertible Debentures is Rs. 1,00,000/- each	Face Value of Non-Convertible Debentures is Rs. 1,00,000/- each

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Corporate Identity Number: U74140TG2022PTC167061

Particulars	Transferee Company				Transferor Company			
debentures								
Exchange ratio	"1 (One) fully paid-up equity shares of face value of Rs. 10 each of the Transferee Company for every 58.262 equity shares of face value of Rs. 10 each held in the Transferor Company." ("fair share exchange ratio")							
Name of Merchant Banker giving fairness opinion	The Fairness Opinion dated 30 th December, 2023 ("Fairness Opinion ") was obtained from Akasam Consulting Private Limited, an Independent Merchant Banker (SEBI Regd No. MB / INM000011658)							
Holding pattern	Pre		Post		Pre		Post	
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter	-	-	-	-	-	-	NA	NA
Public	2,000	100%	16,000	100%	14,000	100%	NA	NA
Custodian	-	-	-	-	-	-	NA	NA
TOTAL	2,000	100%	16,000	100%	14,000	100%	NA	NA
No of debenture holders	One				One			
Names of the Promoters (with PAN nos.)	1. Mr. Sitarama Rajiv Chilakalapudi (PAN: ADHPC7256N)				1. Mr. Sitarama Rajiv Chilakalapudi (PAN: ADHPC7256N) 2. Mrs. Megha Chilakalapudi (PAN: ANJPC7046A)			
Names of the Board of Directors (with DIN and PAN nos.)	1. Mr. Sitarama Rajiv Chilakalapudi – Managing Director – DIN: 01111825 (PAN: ADHPC7256N) 2. Mr. Srinivas Chilakalapudi – Whole-time Director – DIN: 01519615 (PAN: AAJPC5146J) 3. Mr. Jacob Patrick Rumball – Nominee Director - DIN: 08737687 (PAN: NA) (Passport: ALN842208)				1. Mr. Sitarama Rajiv Chilakalapudi – Director – DIN: 01111825 (PAN: ADHPC7256N) 2. Mrs. Megha Chilakalapudi - Director – DIN: 05350994 (PAN: ANJPC7046A) 3. Mr. Jacob Patrick Rumball – Nominee Director - DIN: 08737687 (PAN: NA) (Passport: ALN842208)			
Please specify relation among the	The Transferor Company and the Transferee Company have some of the Directors and the Promoters common, as mentioned above.				The Transferor Company and the Transferee Company have some of the Directors and the Promoters common, as mentioned above.			

Megraj Holdings Private Limited

Corporate Identity Number: U74140TG2022PTC167061

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companies involved in the scheme, if any		
Details regarding change in management control in listed or resulting company seeking listing if any	There will be no change in management or change in control of the Transferee Company pursuant to the consummation of the Scheme.	

**For and on behalf of
Megraj Holdings Private Limited**

**Mohammed Younus
Company Secretary & Compliance Officer
Membership No: A42532**