

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.

Dear Sir/ Ma'am,

Sub: Application under Regulation 59A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation that seeks to Amalgamate Megraj Holdings Private Limited ("Transferor Company") into and with Green Gold Animation Private Limited ("Transferee Company") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulations) Rules, 1957, the RBI Act, 1934, the Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement, if any required, to be forwarded by the Company to the Shareholders u/s 230 of the Companies Act 2013, it shall disclose:
 - i) the pre and post amalgamation (expected) capital structure and holding pattern
 - ii) Present and expected debt structure
 - iii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / NCD done by the valuer for the Company and Unlisted Company.
 - iv) Information about Unlisted Company involved in the Scheme as per the format provided for abridged prospectus of the ~~SEBI ICDR Regulations~~ SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, if applicable:
 - v) The Complaint report as per Annexure XII-C of the SEBI Circular.
 - vi) Exchange No Objection Letter
 - vii) Details of exit option given to the NCD holders, if any
- c) The draft Scheme of Amalgamation together with all documents mentioned in Part I(A) of the SEBI's Master Circular: SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated 29th July, 2022 updated as on 30th June, 2023 ("SEBI Circular") has been disseminated on Company's website as per Website link given hereunder.

<https://www.megrajholdings.com/>

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- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall ensure that wherever the approval by holders of NCDs for the Scheme submitted with the NCLT for sanction is required at any stage, the facility for e-voting will be provided, if directed by the NCLT, after the disclosure of all material facts in the notice including No-Objection Letter from the Exchange.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

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

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