

Annexure VIII

Brief particulars of the transferee/resulting and transferor/demerged companies

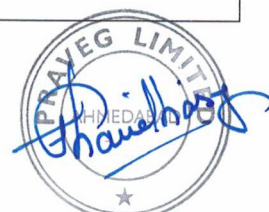
Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Praveg Limited	Eulogia Inn Private Limited
Date of Incorporation & details of name changes, if any	<p>Date of Incorporation: 28/02/1995</p> <p>Details of name change:</p> <ol style="list-style-type: none"> 1. The company was originally incorporated on 28/02/1995 under its name 'Sword and Sheild Pharma Limited'. 2. On 12/02/2020, the company's name changed to Praveg Communications (India) Limited 3. The company was formerly known as Praveg Communications (India) Limited which was duly changed to Praveg Limited on November 28, 2022 by way of Special Resolution passed by the shareholders of the company in its 27th Annual General Meeting. 	Date of Incorporation: 27/07/2023
Registered Office	214, Athena Avenue, Behind Jaguar Showroom, S. G. Highway, Gota, Ahmedabad - 382481 Gujarat, India	PLOT NO.54/3, T.P. NO. 32SURVEY NO. 93/1/2/2, Gota, Ahmedabad - 382481 Gujarat, India
Brief particulars of the scheme	<p>A. the amalgamation of Eulogia Inn Private Limited with and into Praveg Limited, the Transferee Company, and the consequent issue of 27 (Twenty Seven) equity share of the Transferee Company of the face value of Rs. 10/- each (Indian Rupees Ten) each credited as fully paid-up for every 187 (One Hundred Eighty Seven) equity share of INR 10/- (Indian Rupees Ten) each fully paid-up held by such member in the Transferor Company as on the Record Date (as defined in the Scheme);</p>	

PRAVEG LIMITED

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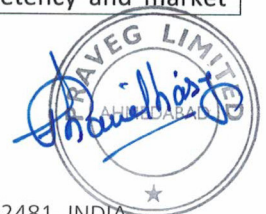
	<p>B. transfer of the authorized share capital from Eulogia Inn Private Limited to Praveg Limited, the Transferee Company;</p> <p>C. Promoters and Promoter Group of Eulogia Inn Private Limited (Transferor Company), to be categorized as 'Promoter/ Promoter Group' of Praveg Limited (Transferee Company) in addition to existing 'Promoter / Promoter group' of Praveg Limited (Transferee Company).</p>
Rationale for the scheme	<p>As a part of the business acquisition strategy of Transferee Company, it is desired to acquire the Transferor Company by way of merger of the Transferor with itself. The amalgamation of Transferor Company with Transferee Company would inter alia have the following benefits:</p> <ul style="list-style-type: none"> • The Transferor Company is in the hospitality business in India and accordingly, it is decided to amalgamate the Transferor Company with Transferee Company because of the business line which presently compliments the business of the Transferee Company; • The Amalgamation is in line with the Transferee Company's strategy to build a sustainable and profitable business in India; • It would be advantageous to combine the activities and operations of the Transferor Company with Transferee Company (i.e., into a single company) for synergistic linkages and benefit of combined financial resources; • Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, merger will enable optimal utilisation of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required for meeting its working capital needs and other purposes; • Greater scale of economy and greater financial strength and flexibility for the Transferee Company, which would result in maximising overall shareholder value and will improve the competitive position of the combined entity; • The Scheme will result in cost saving for both the companies as they are capitalising each other's core competency and market

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	<p>which is expected to result in higher profitability levels and cost savings for the Transferee Company;</p> <ul style="list-style-type: none"> Transferor as well as Transferee Company share common fundamental philosophies viz. corporate transparency and better governance. The Companies also share common corporate values. 	
Date of resolution passed by the Board of Director of the company approving the scheme	26 th October, 2023	26 th October, 2023
Date of meeting of the Audit Committee in which the draft scheme has been approved	26 th October, 2023	Not Applicable
Appointed Date	The appointed date, as decided by the board of directors is 31 st July, 2023	The appointed date, as decided by the board of directors is 31 st July, 2023
Name of Exchanges where securities of the company are listed	BSE Limited Scrip Code: 531637	Not Listed
Nature of Business	Praveg Limited ("Transferee Company") is inter alia in the business of providing services of Hospitality, Events & Exhibitions Management & organization, advertising and Branding.	Eulogia Inn Private Limited ("Transferor Company") is inter alia engaged in rendering hospitality services.
Capital before the scheme (No. of equity shares as well as capital in rupees)	Paid up Capital of Rs. 22,63,95,880 (22639588 equity shares of Rs. 10/- each)	Paid up capital of Rs. 12,00,00,000 (1,20,00,000 equity shares of Rs. 10/- each)
No. of shares to be issued	<p>"27 (Twenty Seven) equity share of the Transferee Company of the face value of Rs. 10/- each (Indian Rupees Ten) each credited as fully paid-up for every 187 (One Hundred Eighty Seven) equity share of INR 10/- (Indian Rupees Ten) each fully paid-up held by such member in the Transferor Company."</p>	
Cancellation of shares on account of cross holding, if any	Not applicable	Not applicable
Capital after the scheme (No. of equity shares as well as capital in rupees)	Paid up Capital of Rs. 24,37,22,100 (24372210 shares of Rs. 10/- each)	Amalgamated
Net Worth	(Rs. In crores)	(Rs. In crores)
Pre	136.67	17.59
Post	154.26	0.00

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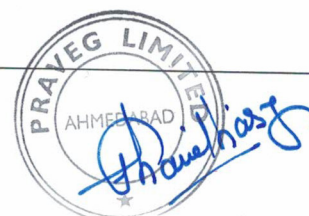
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Praveg

Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Mr. Sagar Shah, Registered Valuer IBBI Registration No. -IBBI/RV/06/2020/13744			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Praveg Limited		Eulogia Inn Private Limited	
	Value Per Share	Weight	Value Per Share	Weight
Income Approach	NA	-	79.12	50%
Asset Approach	NA	-	NA	-
Market Approach	554.52	100%	81.01	50%
Fair value per shares	Rs. 554.52		Rs. 80.06	
Exchange ratio	27 : 187			
Name of Merchant Banker giving fairness opinion	3Dimension Capital Services Limited, SEBI Registered Merchant Banker (having INM000012528)			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	12453592	55.01	15873183	65.13
Public	10185996	44.99	8499027	34.87
Custodian	0	0	0	0
TOTAL	22639588	100.00	24372210	100.00
No of shareholders	13278		13281	
Names of the Promoters and Promoter Group (with PAN nos.)	Vishnukumar Vitthaladas Patel (PAN: AAUPP1600P)		Alpeshkumar Purshottambhai Patel (PAN: ACSPP9592J)	
	Vishnukumar Vitthaladas Patel HUF (PAN: AACHP5059A)		Dharmendrabhai Purshottambhai Patel (PAN: AGDPP2342M)	
	Ashaben Vishnukumar Patel (PAN: AHLPP1953D)		Tirth Rajnikant Patel (PAN: DDBPP6726F)	
	Paraskumar Maneklal Patel (PAN: AHIPP8107A)		Rajesh Khandubhai Patel(PAN: AUNPP2770K)	
	Sunita P Patel (PAN: AKYPP2312C)		Jayeshbhai Ishwarlal Patel (PAN: AQGPP1731P)	
	Pranay Paraskumar Patel (PAN: DCLPP4372L)		Hiteshkumar Rasiklal Shah (PAN: ACYPS6179E)	
	Harsh Vishnubhai Patel (PAN: BXNPP9178H)			

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	Zalak Bipinchandra Patel (PAN: CSAPP4269C) Patel Kamlaben Vitthalbhai (PAN: AKWPP0163F) Patel Vitthalbhai Dwarkabhai (PAN: AFYPP7165C)	Ketan Rasiklal Shah (PAN: AFGPS3569B) Shrenik Rasiklal Shah (PAN: AFQPS1634H) Shrikesh Prabhulal Mehta(PAN: AHYPM0941P)
Names of the Board of Directors (with DIN and PAN nos.)	As annexed in Annexure IX	As annexed in Annexure IX
Please specify relation among the companies involved in the scheme, if any	The transaction of merger of Eulogia Inn Private Limited with and into Praveg Limited is not a related party transaction. None of the Promoter / Promoter group / Group companies have any interest in the said merger.	
Details regarding change in management control in listed or resulting company seeking listing if any	There are no change in Management Control in listed or resulting company except the Promoters and Promoter Group of Eulogia Inn Private Limited (Transferor Company), to be categorized as 'Promoter/ Promoter Group' of Praveg Limited (Transferee Company) in addition to existing 'Promoter / Promoter group' of Praveg Limited (Transferee Company).	

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