

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF PRAVEG LIMITED AT ITS MEETING HELD ON THURSDAY THE 26TH DAY OF OCTOBER, 2023 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS (PROMOTERS AND NON-PROMOTERS SHAREHOLDERS), CREDITORS, EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSONNEL OF PRAVEG LIMITED AND LAYING OUT IN PARTICULARS THE SHARE EXCHANGE RATIO

1. Background:

- 1.1 The Board of Directors (**"Board"**) of the Praveg Limited (**the "Company"**) at their meeting held on October 26, 2023 approved a draft of the proposed scheme of amalgamation between Praveg Limited (**"Transferee Company"**) and Eulogia Inn Private Limited (**"Transferor Company"**) and their respective shareholders and creditors (**"Scheme"**) involving merger of Transferor Company with Transferee Company under section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (**"Companies Act"**), read with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) or amendments thereof for the time being in force) read with Regulation 59A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(**"LODR Regulations"**), other applicable laws including master circular dated 20th June 2023 bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 issued by Securities and Exchange Board of India (**"SEBI"**) for Scheme(s) of Arrangement.
- 1.2 Further, as per provisions of section 232(2)(c) of the Companies Act, 2013, a report is required to be adopted by the Directors explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio, specifying any special valuation difficulties (**"Report"**). This Report is accordingly being made in pursuance to the requirements of section 232(2)(c) of the Companies Act, 2013.
- 1.3 While deliberating on the Scheme the Board, *inter-alia*, considered and took on record the following documents:
 - 1.3.1 Draft Scheme of amalgamation;
 - 1.3.2 Valuation report dated 26-10-2023 issued by Mr. Sagar Shah, Registered Valuer (having IBBI Registration No. -IBBI/RV/06/2020/13744) (**"Valuation Report"**);
 - 1.3.3 Fairness opinion dated 26-10-2023 issued by 3Dimension Capital Services Limited, SEBI Registered Merchant Banker (having INM000012528) providing fairness opinion on the valuation of equity shares and share exchange ratio in the valuation report (**"Fairness Report"**);
 - 1.3.4 other representations, reports, documents and information made to/ furnished before the Board pertaining to the draft Scheme.

2. Effect of the Scheme on equity shareholders (promoter and non-promoter shareholders), Key Managerial Persons ("KMP") and employees of Praveg Limited

2.1 Promoter and non-promoter shareholders:

Upon the coming into effect of the Scheme and in consideration of amalgamation of the Transferor Company with Transferee Company, the Transferee Company shall issue its equity shares to the shareholders of the Transferor Company. Accordingly, the equity shareholders of the Transferor Company shall become the equity shareholders of the Transferee Company in the manner as stipulated in the Scheme and shall be allotted equity shares in the Company based on the share exchange ratio and containing such terms and conditions as has been approved by the Board. The same is stipulated in clause 12 of the Scheme.

Based on the existing shareholding of the promoter and promoter group in the Transferee Company as on the date of this report, the shareholding of the promoter group on fully-diluted basis will decrease. Apart from dilution, no other adverse effects on the shareholders of the Transferee Company are expected.

2.2 Creditors:

Upon amalgamation of the Transferor Company with the Transferee Company, no liability of the creditors (secured or unsecured) of Transferee Company is being reduced or extinguished under the Scheme. The creditors of the Transferee Company would not be prejudicially affected by the Scheme.

As on the date, Transferee Company has no dues outstanding towards any public deposits or debentures and therefore, the effect of the Scheme on any such public deposit holders or debenture holders or deposit trustee does not arise.

2.3 Employees, Directors and Key Managerial Persons (KMP):

The Scheme will not have any adverse effect on the rights and interests of the employees, key managerial personnel and directors of the Transferee Company.

2.4 Share Exchange / Entitlement ratio:

The valuation report recommends the following share exchange ratio:

“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.”

No special difficulties were reported by the valuer.

3. Conclusion:

While deliberating the Scheme, the Board has considered its impact on each of the shareholders (promoters and non-promoters' shareholders), KMPs, directors, creditors and employees of the Company. As per the Board, the Scheme is in the best interest of the shareholders (promoters and non-promoters' shareholders), KMPs, directors, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. The Board or any fully authorized committee by Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

By order of the Board,

For Praveg Limited

(Formerly known as Praveg Communications (India) Limited)



Bijal Parikh

Director

DIN: 07027983



Date : 26-10-2023

Place : Ahmedabad