

ARUGN TECHNOLOGIES PRIVATE LIMITED

(formerly Arugn Herbals Private Limited)

Registered Office : B-46, Goel House, Road No.-28, Vishal Enclave, New Delhi -110027

E-mail: corporate@arugntech.com CIN: U74900DL2021PTC388342

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ARUGN TECHNOLOGIES PRIVATE LIMITED HELD ON MONDAY, MARCH 30, 2026, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-46 GOEL HOUSE ROAD NO-28 VISHAL ENCALAVE NEAR ETERNITY DELHI 110027, WEST DELHI, DELHI, DELHI, INDIA, 110027, COMMENCED AT 6.30 P.M. AND CONCLUDED AT 07.40 P.M.

APPROVAL FOR MERGER OF THE COMPANY WITH PLANETCAST MEDIA SERVICES PRIVATE LIMITED AND APPROVAL OF DRAFT SCHEME OF ARRANGEMENT

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232, 236 and all other applicable provisions of the Companies Act, 2013 (“**Act**”) and the rules and regulations framed thereunder, as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and any other applicable laws, rules and regulations (including in each case any amendment(s), statutory modification(s) or re-enactment(s) for the time being in force), and subject to the requisite approvals of: (a) the shareholders, and secured and unsecured creditors of the Company and Planetcast Media Services Private Limited (“**Transferee Company**”) and such other persons as may be required under applicable laws; (b) BSE Limited (“**BSE**”) in relation to the transfer and vesting of the secured, rated, listed, redeemable, non-convertible debentures issued by the Company of face value of INR 1,00,000 (Indian Rupees One lakh only) each comprising (a) 15,500 (fifteen thousand five hundred) having BSE Scrip Code 977178; and (b) 44,500 (forty-four thousand five hundred) having BSE Scrip Code 977179 (“**Existing Debentures**”) to the Transferee Company and other matters in connection thereto; (c) the National Company Law Tribunal, New Delhi bench (“**NCLT**”); and (d) any other regulatory / statutory authorities as may be required; and subject to such conditions and modifications as may be prescribed or imposed by the aforesaid while granting such approvals and sanctions, as the case may be, and upon taking note of: (i) the valuation report from the registered valuer Mr. Abhishek Goel (Registered Valuer – IBBI/RV/06/2021/14478) dated March 25, 2026 determining *inter alia* the share exchange ratio under the Scheme; (ii) other relevant documents placed before the board of directors of the Company (“**Board**”), the approval of the Board be and is hereby accorded to the scheme of arrangement amongst the Company, the Transferee Company and their respective shareholders and creditors (“**Scheme**”), as placed before the Board, for *inter alia*:

- (a) the merger of the Company with and into the Transferee Company, in the manner set out in the Scheme;
- (b) transfer of the authorized share capital from the Company to the Transferee Company, in the manner set out in the Scheme;
- (c) the transfer and vesting of the Existing Debentures, along with all rights and obligations of the Company in relation thereto, to the Transferee Company, in the manner set out in the Scheme;
- (d) dissolution without winding up of the Company; and
- (e) all other matters and transactions contemplated in the Scheme.

RESOLVED FURTHER THAT the draft Scheme, a copy of which has been tabled at the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the report on the effect of the draft Scheme on the shareholders, key managerial personnel, promoters, non-promoter shareholders, debenture-holders of the Company, a copy of which has been tabled at the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved.

RESOLVED FURTHER THAT the approval of the Board be and is hereby granted for the appointed date for the merger of the Company with and into the Transferee Company, pursuant to the Scheme, to be the October 01, 2025.

RESOLVED FURTHER THAT having considered the valuation report from the registered valuer Mr. Abhishek Goel (Registered Valuer – IBBI/RV/06/2021/14478) dated March 25, 2026, the consent of the Board be and is hereby granted to the following share exchange ratio:

11,306.8864 equity shares of the face value of INR 10/- (Rupees Ten) each credited as fully paid up in the share capital of Planetcast Media Services Private Limited for every 1 fully paid-up equity shares of the face value of Rs. 10/- (Rupees Ten) each held in Arugn Technologies Private Limited.

RESOLVED FURTHER THAT BSE Limited be and is hereby designated as the Designated Stock Exchange for the purpose of coordinating with SEBI in respect of the Scheme.

RESOLVED FURTHER THAT any of the Directors or Shri Sanjeev Kumar Goel, Authorised Signatory of the Company be and are hereby severally authorized to take all actions and decide all matters relating to and / or incidental to the Scheme and/or necessary or desirable for giving effect to the Scheme, including but not limited:

- (a) to make any alterations / changes / modifications to the Scheme as may be expedient or necessary, which do not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the NCLT, any regulatory authority, the shareholders, or the secured or unsecured creditors of the Company;
- (b) to withdraw the Scheme at any stage in case the changes or modifications required in the Scheme or the conditions imposed by the shareholders, the secured or unsecured creditors or the NCLT and / or any other regulatory authority are not acceptable, and if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things considered necessary in connection therewith and incidental thereto;
- (c) to file the Scheme and / or any other information / details / documents / instruments with the NCLT or any other body or regulatory authority or agency (including third parties) to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- (d) to file appropriate application(s), documents, petitions, filings, affidavits, letters or writings before the NCLT or such other appropriate authorities seeking directions as to convening / dispensing with the meeting of the shareholders / secured or unsecured creditors of the Company and, where necessary, to take steps to convene and hold such meetings as per the directions of the NCLT or such other appropriate authority;

Contd. 3/-

- (e) to file requisite applications, filings and representations (including any modification or amendment thereto) with the BSE for obtaining approvals from BSE in relation to the transfer of the Existing Debentures from the Company to the Transferee Company pursuant to the Scheme and other matters in connection thereto, in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) to file petitions, applications, documents, filings, affidavits, letters or writings for confirmation of the Scheme by the NCLT or such other competent authority;
- (g) to file any affidavits, petitions, pleadings, applications, orders, forms or reports before the NCLT, BSE or any statutory or regulatory authority including the Registrar of Companies, as may be necessary, in connection with the Scheme and/or in connection with the sanction thereof and to do all such acts, deeds or things as may be deemed necessary or desirable in connection therewith or incidental thereto;
- (h) to prepare, execute and file appropriate applications, consents, waiver letters and other documents before the NCLT for holding or dispensing with the requirement for holding meeting(s) of the shareholders and / or secured and unsecured creditors of the Company and, where necessary, to take steps to convene such meetings as per the directions of the NCLT and to prepare and issue the notice convening such meeting(s) to the shareholders and the secured and unsecured creditors of the Company;
- (i) to sign all applications, petitions, pleadings, documents, filings, letters or writings relating to the Scheme, and represent the Company before any authorities and the NCLT in relation to any matter pertaining to the Scheme or delegate such authority to any other person by a valid power of attorney;
- (j) to engage, dismiss or change counsels, advocates, solicitors, valuers and other professionals in connection with the Scheme;
- (k) to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices in connection with the Scheme;
- (l) to affix the common seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents executed or furnished by the Company in connection with this resolution, and to send the common seal of the Company to other places, if so required, to facilitate execution of such documents in connection with the Scheme;
- (m) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (n) to obtain approval from the NCLT and such other authorities and parties including the shareholders, creditors and lenders as may be considered necessary, for the approval and sanction of the Scheme;
- (o) to incur expenses as may be necessary to give effect to the Scheme, including payment of fees to attorneys, counsels and other expenses;
- (p) to do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (q) to delegate all or any of the abovementioned powers to any other person.

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RESOLVED FURTHER THAT any one of the Directors or Chief Financial Officer or Company Secretary or Sh. Sanjeev Kumar Goel, Authorised Signatory of the Company be and are hereby severally authorized to issue duly certified copies of this resolution, as and when required.”

For Arugn Technologies Private Limited

Mahendra Nath Vyas

Director

DIN: 00131149