

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

ANNEXURE IX

To,

BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Arugn Technologies Private Limited (“Transferor Company”) with Planetcast Media Services Private Limited (formerly “Planetcast Media Services Limited”) (“Transferee Company”) in terms of the provisions of Section 230 to 232 and Section 236 of the Companies Act, 2013 (“Scheme”).

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

- a) The proposed scheme of amalgamation/ arrangement/merger / reduction of capital etc. 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, securities contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, 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 to be forwarded by the company to the shareholders u/s 230 or 232 accompanying a proposed resolution to be passed u/s 66 of the Companies Act 2013, it shall disclose:
 - i) the pre and post-arrangement or 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/NCRPS done by the valuer for the company and unlisted company.
 - iv) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
 - v) The Complaint report as per Annexure III of SEBI Circular.
 - vi) Exchange No Objection Letter
 - vii) Details of exit option given to the NCD/NCRPS holders, if any.
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022 (updated as on December 01, 2022) and amendment thereof.
- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

Contd. ... 2/-

- e) There will be no alteration in the Share Capital of the unlisted Transferee company from the one given in the draft scheme of amalgamation/arrangement.
- f) The Company shall ensure that wherever the approval by holders of NCDs/ NCRPS for scheme of arrangement submitted with NCLT for sanction is required at any stage, the facility for e-voting shall be provided after the disclosure of all material facts in the notice including No-Objection Letter from the Exchange.
- g) 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.
- h) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.
- i) There is no change/modification in the structure and terms of the NCDs proposed to be listed pursuant to the Scheme.

For Arugn Technologies Private Limited



Sweety Jhunjunwala
Company Secretary