

### Clarificatory note

This is to clarify that the Transferor Company and the Transferee Company herein are listed in CSE only. The Companies have no intension to get their shares listed in BSE/NSE post-merger. It is only to comply with Part 1 of the [SEBI Master Circular of Scheme of Arrangement dated 20<sup>th</sup> June, 2023](#) ('Circular') the Companies have selected BSE as designated stock exchange for the purpose of coordinating with SEBI. Accordingly, we have enquired from BSE officials regarding fee applicable in the present case.

We have been informed vide email dated 15<sup>th</sup> July, 2024 that a fees of Rs. 4,00,000/- plus taxes has to be paid by both the companies separately. Upon further enquiry, we have been advised to upload the documents first, and to process fees upon receiving further clarification from BSE.

Kindly note that in our view, there should not be any fee applicable in the present case since both the Companies are CSE listed companies only. In any case, if BSE decides that the fee is required to be paid, the same shall be paid by the Companies.

As regards fee of SEBI, kindly note that as per the Circular, fees of SEBI at the rate of 0.1% of the paid up share capital of the listed/transferee/resulting company, whichever is higher, **post sanction of the proposed Scheme**, subject to a cap of Rs. 5,00,000/-. Accordingly, fees of SEBI shall be paid post sanction of the Scheme.