

April 23, 2025

BSE Limited

25th Floor, P J Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 531637

Dear Sirs,

Sub. : Disclosure under Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) - Outcome of the Board Meeting

In continuation of our intimation dated April 19, 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at its meeting held on April 23, 2025 (commenced at 05:30 p.m. and concluded at 08:12 p.m.), *has inter alia*, considered and approved:

1. To make an application for listing of existing paid up equity share capital of the company on the National Stock Exchange of India Limited (NSE); and
2. the draft Scheme of Amalgamation ("Scheme") between Eulogia Inn Private Limited (the Transferor Company) with Praveg Limited (the Transferee Company), and their respective shareholders and Creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") and other applicable laws including the rules and regulations which envisages the amalgamation of Eulogia Inn Private Limited into and with Praveg Limited; ("Proposed Transaction"), after considering the recommendations and reports of the Audit Committee and the Committee of Independent Directors.

The Scheme is subject to the receipt of requisite approvals from the BSE Limited, the National Company Law Tribunal and other statutory and regulatory authorities, and the respective shareholders, under applicable laws.

The Share Exchange Ratio for the Scheme of Amalgamation shall be *"1000 (One Thousand) equity share of the Transferee Company of the face value of Rs. 10/- each*

PRAVEG LIMITED

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CIN: L24231GJ1995PLC024809 | Phone: +91 79 2749 6737, 4924 2533 | info@dizcoverpraveg.com | www.dizcoverpraveg.com

(Indian Rupees Ten) each credited as fully paid-up for every 6683 (Six Thousand Six hundred Eighty Three) equity share of INR 10/- (Indian Rupees Ten) each fully paid-up held by such shareholder / member in the Transferor Company”.

The disclosure required under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, is given as **Annexure**.

Please take the above on record.

Thanking You,

Yours Faithfully,
For Praveg Limited

Mukesh Chaudhary
Company Secretary &
Compliance Officer

Annexure

Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023:

| Sr. No. | Details of event that needs to be provided | Information of such event | | | | | | | | | |
|----------------------------------|---|--|-------------|----------------|-----------------------------|----------------------------------|----------|--------|-----------|----------|---------|
| 1 | Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc. | <p>The Transferee Company – Praveg Limited (listed on BSE Limited)</p> <p>The Transferor Company – Eulogia Inn Private Limited (unlisted) (Formerly known as Eulogia Inn LLP)</p> <p>The brief extract financials for the period ending February 28, 2025, is as under:</p> <p style="text-align: right;"><i>(Rs. in lakhs)</i></p> <table> <tr> <th>Particulars</th><th>Praveg Limited</th><th>Eulogia Inn Private Limited</th></tr> <tr> <td>Turnover-Revenue from operations</td><td>11831.02</td><td>751.45</td></tr> <tr> <td>Net worth</td><td>45045.31</td><td>1852.40</td></tr> </table> | Particulars | Praveg Limited | Eulogia Inn Private Limited | Turnover-Revenue from operations | 11831.02 | 751.45 | Net worth | 45045.31 | 1852.40 |
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| Turnover-Revenue from operations | 11831.02 | 751.45 | | | | | | | | | |
| Net worth | 45045.31 | 1852.40 | | | | | | | | | |
| 2 | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”. | <p>The transaction of merger of Eulogia Inn Private Limited with and into Praveg Limited is not a related party transaction.</p> <p>None of the Promoter / Promoter group / Group companies has any interest in the said merger.</p> | | | | | | | | | |
| 3 | Area of business of the entity(ies) | <p>Eulogia Inn Private Limited (“Transferor Company”) is inter alia engaged in rendering hospitality services.</p> <p>Praveg Limited (“Transferee Company”) is inter alia in the business of providing services of Hospitality, Events & Exhibitions Management & organization, advertising and Branding.</p> | | | | | | | | | |
| 4 | Rationale for amalgamation/ merger | 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: | | | | | | | | | |

PRAVEG LIMITED

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| | | <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 which is expected to result in higher profitability levels and cost savings for the Transferee Company; • Transferor as well as Transferee Company share common fundamental philosophies viz. corporate |
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| | | transparency and better governance. The Companies also share common corporate values. | | | |
| 5 | In case of cash consideration – amount or otherwise share exchange ratio | The Transferee Company shall, without any further act or deed, issue and allot its shares at par credited as fully paid-up to the extent indicated below, to Eligible Shareholder / Member in following ratio (“Share Exchange Ratio”): <i>“1000 (One Thousand) 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 6683 (Six Thousand Six hundred Eighty Three) equity share of INR 10/- (Indian Rupees Ten) each fully paid-up held by such shareholder / member in the Transferor Company.”</i> | | | |
| 6 | Brief details of change in shareholding pattern (if any) of listed entity | Pre | | Post | |
| | | No. of Shares | % of holding | No. of Shares | % of holding |
| | Promoter | 11894049 | 45.50 | 14033677 | 50.23 |
| | Public | 14246646 | 54.50 | 13902619 | 49.77 |
| | Custodian | 0 | 0 | 0 | 0 |
| | TOTAL | 26140695 | 100.00 | 27936296 | 100.00 |

Note : There are 8,56,976 (Eight Lakhs Fifty Six Thousand and Nine Hundred Seventy Six) warrants which are pending for conversion into equity shares.

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