

NDM Marketing Private Limited

CIN: U74140MH2015PTC440094

Registered Address - Office No. 601, A Wing, 6th Floor, Pinnacle Corporate Park, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051

Email – founder@neondigital.media

Mobile +91-9650055177

Registered Office: A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051

Tel. No.: +9122 2652 1170

CIN: U74140MH2015PTC440094

E-mail: accounts@wondrlab.com

Website: wondrlab.com

NOTICE OF MEETING OF UNSECURED CREDITORS OF NDM MARKETING PRIVATE LIMITED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('NCLT' OR 'TRIBUNAL')

(Convened pursuant to an order dated 23rd day of April 2026 passed by the Tribunal)

Day	Monday
Date	8 th June 2026
Time	3:30 p.m. – 4:00 p.m.
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

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2.	Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.	9
3.	Annexure 1 Copy of the Scheme of Amalgamation (Merger by Absorption) amongst WYP Brand Solutions Private Limited ('Transferor Company 1' or 'WBSPL'), Wondrlab Technologies Private Limited ('Transferor Company 2' or 'WTPL'), Wondrlab Martech Platforms Private Limited ('Transferor Company 3' or 'WMPPL'), NDM Marketing Private Limited ('Transferor Company 4' or	Enclosed separately

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	'NMPL') and Wondrlab India Private Limited ('Transferee Company' or 'WIPL') and their respective shareholders ('Scheme').	
4.	Annexure 2A-2E Copy of Report adopted by the Board of Directors of the Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 in its meeting held on 5 th May 2025 and Transferee Company in its meeting held on 6 th May 2025 pursuant to Section 232(2)(c) of the Companies Act, 2013.	Enclosed separately
5.	Annexure 3A-3E Copy of Audited Financial Statements of the Applicant Companies as on 31 st March 2025	Enclosed separately
6.	Annexure 4A-4E Copy of Unaudited Provisional Financial Statements of Applicant Companies as on 31 st December, 2025	Enclosed separately
7.	Annexure 5 A copy of the Swap Exchange Ratio Report	Enclosed separately
8.	Annexure 6 A copy of the NCLT order dated 23 rd April 2026	Enclosed separately

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FORM NO. CAA.2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of Companies

(Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

C.A.(CAA)/148/MB /2025

In the matter of Companies Act, 2013;

AND

In the matter of Section 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) amongst WYP Brand Solutions Private Limited ('Transferor Company 1' or 'WBSPL'), Wondrlab Technologies Private Limited ('Transferor Company 2' or 'WTPL'), Wondrlab Martech Platforms Private Limited ('Transferor Company 3' or 'WMPPL'), NDM Marketing Private Limited ('Transferor Company 4' or 'NMPL') and Wondrlab India Private Limited ('Transferee Company' or 'WIPL') and their respective shareholders.

NDM Marketing Private Limited)
having its registered office at A-601, Pinnacle Corporate)
Park, Adjacent to Trade Centre, Bandra (East), Mumbai,)
Maharashtra, India, 400051)
CIN U74140MH2015PTC440094)

..... Applicant Company 4/
Transferor Company 4/ NMPL

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NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF NDM MARKETING PRIVATE LIMITED

To,

All the unsecured creditors of NDM Marketing Private Limited (“**Applicant Company 4**”),

NOTICE is hereby given that by an order dated 23rd April 2026 (the “Order”), the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal” or “NCLT”) has directed a meeting to be held of the unsecured creditors of the Applicant Company 4, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation (Merger by Absorption) amongst WYP Brand Solutions Private Limited (‘Transferor Company 1’ or ‘WBSPL’), Wondrlab Technologies Private Limited (‘Transferor Company 2’ or ‘WTPL’), Wondrlab Martech Platforms Private Limited (‘Transferor Company 3’ or ‘WMPPL’), NDM Marketing Private Limited (‘Transferor Company 4’ or ‘NMPL’) and Wondrlab India Private Limited (‘Transferee Company’ or ‘WIPL’) and their respective shareholders under the provisions of Section 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the unsecured creditors of the Applicant Company 4 will be held through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) on Monday, 8th June 2026 at 3:30 p.m. to 4:00 p.m. (“**Meeting**”). Accordingly, you are requested to attend and vote during the Meeting.

At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

*“**RESOLVED THAT** pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 and in accordance with the relevant clauses of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the approval of the unsecured creditors of the Company be and is hereby accorded to the Scheme of Amalgamation (Merger by Absorption) amongst WYP Brand Solutions Private Limited (‘Transferor Company 1’ or ‘WBSPL’), Wondrlab Technologies Private Limited (‘Transferor Company 2’ or ‘WTPL’), Wondrlab Martech Platforms Private Limited (‘Transferor Company 3’ or ‘WMPPL’), NDM Marketing Private Limited (‘Transferor Company 4’ or ‘NMPL’) and Wondrlab India Private Limited (‘Transferee Company’ or ‘WIPL’) and their respective shareholders (“Scheme”) placed before this meeting and initiated by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of*

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resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE that the facility of appointment of proxies by the unsecured creditors will not be available for the meeting as the meeting is being held through VC / OAVM. However, a body corporate/ institutional creditor which is an unsecured creditor of the Applicant Company 4 may attend and vote at the said meeting either in person or through authorised representative provided that the copy of authorisation / power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorising such representative to attend and vote at the Meeting through VC / OAVM on its behalf along with the attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, is emailed to the Scrutinizer at npgaulawoffices@gmail.com with a copy marked to accounts@wondrlab.com, or deposited at the registered office of the Applicant Company 4 at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051, not later than 48 (Forty-eight) hours before the time fixed for the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Please note that attending the meeting and voting at the meeting by proxy, is not permissible in case of meeting by VC / OAVM.

Copies of the Scheme and of the Explanatory Statement, under Sections 230(3), 232(1) and (2), 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Transferor Company 1 at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051 or by emailing the Transferor Company 3.

The Company shall provide the facility to attend the meeting through VC / OAVM and to vote during the meeting. A body corporate who is an unsecured creditor is entitled to appoint a representative for the purposes of participating and vote during the meeting.

NCLT has appointed Shri Rajnickant Patel, former Managing Director and CEO, to be the Chairperson and Mr. Narender Pal Gaur (Ex-Banker, LLB, MBA), to be the Scrutinizer of the said meeting including for any adjournment or adjournments thereof.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Tribunal.

A copy of the Explanatory Statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

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Sd/-

Shri Rajnickant Patel

Chairperson appointed for the
meeting

Dated this 7th May 2026

Registered office: A-601, Pinnacle
Corporate Park, Adjacent to Trade
Centre, Bandra (East), Mumbai,
Maharashtra, India, 400051

NOTES

1. In terms of the order dated 23rd April 2026 of the Tribunal, Mumbai Bench, the Applicant Company 3 is convening the meeting of unsecured creditors of the Applicant Company 4 through VC / OAVM in compliance of the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013 and Rules made thereunder.
2. The voting rights as well as the value of the unsecured creditors shall be in proportion to the outstanding amount due to them by the Applicant Company 4 as on cut-off date i.e., 29th April, 2026.
3. The quorum of the meeting of the unsecured creditors of the Applicant Company 4 shall be 2 (Two) in number of the total unsecured creditors of the Applicant Company 4 as on 29th April, 2026 It is also directed that if the required Quorum is not present at the commencement of the meeting, then the meeting will be adjourned for 30 minutes, and thereafter the persons present, and voting shall be deemed to constitute the quorum.
4. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the unsecured creditors at the registered office of the Applicant Company 4 between 11.00 a.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting.
5. The Company shall provide a platform for voting during the meeting in a secured and transparent manner. Detailed instructions for participation during the meeting are provided to the Notice.
6. Please take note that as per the directions of the Tribunal and the discretion exercised by the Chairperson in consultation with the counsel, the meeting is proposed to be through VC / OAVM.

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7. Unsecured creditors existing as on Wednesday 29th April, 2026 being the Cut-off Date, will be entitled to exercise their right to vote on the above resolution.
8. Where in case unsecured creditors is a Corporate/ Body Corporate/ Institution, then pursuant to Section 113 of the Act, they are entitled to participate in the Meeting through their authorized representatives. Such corporate unsecured creditors is required to send either through email at accounts@wondrlab.com or deposit at the Registered Office of the Applicant Company 4, a duly certified copy of the Board Resolution/ Power of Attorney authorizing such authorized representative along with the ID of authorized representative, attend and vote at the Meeting on its behalf, not later than 48 hours before the time fixed for the aforesaid Meeting
9. The Notice, together with the documents accompanying the same, is being sent to all the unsecured creditors electronically by e-mail to those unsecured creditors who have registered their e-mail ids with the Applicant Company 4 and by courier or by registered post or speed post or by hand delivery to those unsecured creditors whose e-mail addresses are not available or who have not received notice through e-mail, whose names appear in the list of creditors as on Wednesday 29th April, 2026.
10. Please take note that as per the directions of the Tribunal, if no representation/response is received by the Tribunal from unsecured creditors within a period of thirty days from the date of receipt of such notice, it will be presumed that unsecured creditors have no representation/ objection to the Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
11. A person, whose name is not recorded in the list of creditors as on the Cut-off Date shall not be entitled to vote at the meeting to be held on Monday, 8th June 2026. Persons, who are not unsecured creditors of the Applicant Company 4 as on the Cut-off Date should treat this notice for information purposes only.
12. The notice convening the meeting will be published through advertisement in (i) Business Standard in the English language; and (ii) translation thereof in Loksatta in Marathi language.
13. In accordance with the provisions of Sections 230-232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the unsecured creditors of the Applicant Company 4, voting in person, agree to the Scheme.
14. Mr. Narender Pal Gaur (Ex-Banker, LLB, MBA) has been appointed as the scrutinizer to scrutinize the voting and to conduct the voting at the venue of the meeting in a fair and transparent manner.
15. The scrutinizer will submit his combined report to the Chairperson of the meeting after completion of the scrutiny of the votes cast by the unsecured creditors of the Applicant Company 4. The scrutinizer's decision on the validity of the vote shall be final.

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FORM NO. CAA.2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

C.A.(CAA)/148/ MB /2025

In the matter of Companies Act, 2013;

AND

In the matter of Section 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation (Merger by Absorption) amongst WYP Brand Solutions Private Limited ('Transferor Company 1' or 'WBSPL'), Wondrlab Technologies Private Limited ('Transferor Company 2' or 'WTPL'), Wondrlab Martech Platforms Private Limited ('Transferor Company 3' or 'WMPPL'), NDM Marketing Private Limited ('Transferor Company 4' or 'NMPL') and Wondrlab India Private Limited ('Transferee Company' or 'WIPL') and their respective shareholders.

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EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232 (1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“EXPLANATORY STATEMENT”)

1. Pursuant to the order dated 23rd April 2026, passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (the “NCLT”), in Company Scheme Application No. 148 of 2025 (“Order”), a meeting of the unsecured creditors of **NDM Marketing Private Limited** (hereinafter referred to as the “**Applicant Company 4**” as the context may admit) is being convened through VC / OAVM on **Monday, 8th June 2026 at 3:30 P.M. to 4:00 P.M. (IST)** (“**Meeting**”), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation (Merger by Absorption) amongst WYP Brand Solutions Private Limited (‘Transferor Company 1’ or ‘WBSPL’), Wondrlab Technologies Private Limited (‘Transferor Company 2’ or ‘WTPL’), Wondrlab Martech Platforms Private Limited (‘Transferor Company 3’ or ‘WMPPL’), NDM Marketing Private Limited (‘Transferor Company 4’ or ‘NMPL’) and Wondrlab India Private Limited (‘Transferee Company’ or ‘WIPL’) and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the “**Scheme**”) (All the companies collectively referred to as the “Applicant Companies”). A copy of the Scheme, which has been, inter alia, approved by the Board of Directors of the Applicant Company 4 at its meeting held on 5th May 2025, is enclosed as **Annexure 1**. Capitalized terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated. The Board Resolutions of the Applicant Companies approving the Scheme is enclosed as **Annexure 2A-2E**.
2. In terms of the said Order, the quorum for the aforesaid meeting of the unsecured creditors of the Applicant Company 4 shall be as prescribed under Section 103 of the Companies Act, 2013. In terms of the said Order, NCLT has appointed Shri Rajnickant Patel, former Managing Director and CEO, to be the Chairperson of the said meeting including for any adjournment or adjournments thereof.
3. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 (the “Act”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the “Rules”).
4. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the unsecured creditors of the Applicant Company 4, voting in person, agree to the Scheme.
5. In terms of the Order dated 23rd April 2026, passed by the NCLT, in Company Scheme Application No. 148 of 2025, if the entries in the books / register of the Applicant Company 4 in relation to the number or value, as the case may be, of the unsecured creditors are disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting and his/her decision in that behalf would be final.

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6. PARTICULARS OF THE COMPANIES WHO ARE PARTIES TO THE SCHEME

1. WYP Brand Solutions Private Limited

a) WYP Brand Solutions Private Limited (hereinafter referred to as the “Applicant Company 1” or “Transferor Company 1” or “WBSPL”), is a private limited company, incorporated under the Companies Act, 2013 on 26th December 2014, under the Corporate Identity Number U93030MH2014PTC260434. The Applicant Company 1 holds PAN AABCW5939J, and has its registered office at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai - 400051. Furthermore, Applicant Company 1 is a wholly owned subsidiary of the Applicant Company 5.

b) The Main Objects of Applicant Company 1 as set out in its Memorandum of Association are, inter alia, as follows:

“III. The objects for which the Company is established are:

(A) The main objects to be pursued by the Company on its incorporation are:

1. To carry on the business as communication, advertising and marketing service consultants; brand strategists; creators and executors of advertising, communication and marketing solutions; media buyers and planners; web developers; film makers; online search and advertising consultants; mobile marketing experts; mobile app developers; social media marketing, listening and advertising experts; content creators and providers; content marketing experts; market researchers and analysts; online testers; developers of marketing and online tools, products and platforms; online educators of every description, kind, type and manner whether in India or abroad.”

c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Company 1 as on 30th April, 2026 is as follows:

Particulars	Amount (INR)
Authorized Share Capital	
1,50,000 equity shares of face value of INR 10/- each	15,00,000/-
TOTAL	15,00,000/-
Issued, Subscribed and Paid-up Share Capital	
1,02,810 equity shares of face value of INR 10/- each	10,28,100/-
TOTAL	10,28,100/-

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d) As on 30th April, 2026, the list of Directors of the Applicant Company 1 is as under:

Sr. No.	Name	DIN	Address
1.	Saurabh Varma	06839898	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.
2.	Rakesh Amar Hinduja	09068954	D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai - 400012

e) As on 30th April, 2026, the list of promoters of the Applicant Company 1 are as under:

Sr. No.	Name of Promoter	Address
1.	Wondrlab India Private Limited	A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051
2.	Saurabh Varma	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office - There has been no change in the registered office of the company in the last five years.
- Details of change of objects – There has been no change in objects of the company in the last five years.

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2. Wondrlab Technologies Private Limited

a) Wondrlab Technologies Private Limited (hereinafter referred to as “Applicant Company 2” or the “Transferor Company 2” or “WTPL”), is a private limited company, incorporated under the Companies Act, 2013 on October 20, 2020, under Corporate Identity Number U74999MH2020PTC348314. The Applicant Company 2 holds PAN AACCW7827Q and has its registered office at at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai – 400051. Furthermore, Applicant Company 2 is a wholly owned subsidiary of the Applicant Company 5.

b) The Main Objects of Applicant Company 2 as set out in its Memorandum of Association are, inter alia, as follows:

“3. (a) The objects to be pursued by the company on its incorporation are:

To carry on the business of marketing, consulting, promoting, advertising on digital media and building digital platforms, experience platforms, content platforms, and related technology to support the social platforms using the different technologies and services. To engage in developing online applications, websites, providing online services, web marketing, Internet marketing, consulting, promoting, advertising on digital media in India and Abroad and to do all other acts and things necessary for the attainment of the foregoing objects. To advise individuals, firms, companies, corporations, and others anywhere in the world on best methods of advertising products, processes, and services, to act as consultants and to carry on any other business which may be usefully carried on with the business of the company.”

c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Company 2 as on 30th April, 2026 is as follows:

Particulars	Amount (INR)
Authorized Share Capital	
10,000 equity shares of face value of INR 10/- each	1,00,000/-
TOTAL	1,00,000/-
Issued, Subscribed and Paid-up Share Capital	
10,000 equity shares of face value of INR 10/- each	1,00,000/-
TOTAL	1,00,000/-

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d) As on 30th April, 2026 the list of Directors of the Applicant Company 2 is as under:

Sr. No.	Name	DIN	Address
1.	Saurabh Varma	06839898	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.
2.	Rakesh Amar Hinduja	09068954	D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai - 400012

e) As on 30th April, 2026 the list of promoters of the Applicant Company 2 is as under:

Sr. No.	Name of Promoter	Address
1.	Wondrlab India Private Limited	A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051
2.	Rakesh Hinduja (Beneficial Owner: Wondrlab India Private Limited)	D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai - 400012

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office – There has been no change in the registered office of the company in the last five years.
- Details of change of objects – There has been no change in objects of the company in the last five years.

3. Wondrlab Martech Platforms Private Limited

a) Wondrlab Martech Platforms Private Limited (hereinafter referred to as “Applicant Company 3” or the “Transferor Company 3” or “WMPPL”), is a private limited company, incorporated under the Companies Act, 2013 on March 31, 2021, under Corporate Identity Number U72900MH2021PTC358138. The Applicant Company 3 holds PAN AACCW9247Q and has its registered office at at A-601, Pinnacle

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Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai – 400051. Furthermore, Applicant Company 3 is a wholly owned subsidiary of the Applicant Company 5.

- b) The Main Objects of Applicant Company 3 as set out in its Memorandum of Association are, inter alia, as follows:

“3.(a) The objects to be pursued by the company on its incorporation are:

1. To carry on the business of Creative production house, multifaceted video production services, corporate films, commercial videos, professional videography, editing graphics animations, Business promotional films, web design, social media marketing, search engine optimization, branding & Identity creation, mobile application development, media planners and designers of advertisements in all its branches however including but not limited to film, radio, television, audio-visual, visual, print display and newspapers, magazines and demonstrative communication, etc.

2. To carry on the business of marketing, consulting, promoting, advertising on digital media and building digital platforms, experience platforms, content platforms, and related technology to support the social platforms using the different technologies and services To engage in developing online applications, websites, providing online services, web marketing, Internet marketing, consulting, promoting, advertising on digital media in India and Abroad and to do all other acts and things necessary for the attainment of the foregoing objects. To advise individuals, firms, companies, corporations, and others anywhere in the world on best methods of advertising products, processes, and services, to act as consultants.

3. To acts as advisors and consultants to individuals, firms, companies, corporations and others anywhere in the world on best methods of advertising products, processes and services and be involved in digital video content production, TVC production, film pre - production, production, post-production activities, editing, print, production, etc and to do all other acts and things necessary for the attainment of the foregoing objects.”

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Company 3 as on 30th April, 2026 is as follows:

Particulars	Amount (INR)
Authorized Share Capital	
10,000 equity shares of face value of INR 10/- each	1,00,000/-
TOTAL	1,00,000/-
Issued, Subscribed and Paid-up Share Capital	
10,000 equity shares of face value of INR 10/- each	1,00,000/-

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TOTAL	1,00,000/-
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d) As on 30th April, 2026 the list of Directors of the Applicant Company 3 is as under:

Sr. No.	Name	DIN	Address
1.	Saurabh Varma	06839898	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.
2.	Rakesh Amar Hinduja	09068954	D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai – 400012.
3.	Pushpraj Samy Nadar	03573980	1001 Supreme Residency (formerly Jeevan Sukh Hsg Society)14th Road Bandra West Mumbai 400050.

e) As on 30th April, 2026 the list of promoters of the Applicant Company 3 is as under:

Sr. No.	Name of Promoter	Address
1.	Wondrlab India Private Limited	<u>A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051</u>
2.	Rakesh Hinduja (Beneficial Owner- Wondrlab India Private Limited)	<u>D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai - 400012</u>

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office – There has been no change in the registered office of the company in the last five years.
- Details of change of objects – There has been no change in objects of the company in the last five years.

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4. NDM Marketing Private Limited

- a) NDM Marketing Private Limited (hereinafter referred to as “Applicant Company 4” or the “Transferor Company 4” or “NMPL”), is a private limited company, incorporated under the Companies Act, 2013 on January 30, 2015, under Corporate Identity Number U74140MH2015PTC440094. The Applicant Company 4 holds PAN AAFCV0621A and has its registered office at at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai - 400051. Furthermore, Applicant Company 5 holds 58% of the share capital of the Applicant Company 4.
- b) The Main Objects of Applicant Company 4 as set out in its Memorandum of Association are, inter alia, as follows:

“III. (A) The main objects of the Company to be pursued by the Company on its incorporation:

1. To carry on the business of developing, promoting, marketing, leasing, renting, organizing and managing artists and celebrity management national as well as international events, product brands, corporate and business themes, evenings, launches, ideas, managing public and media relations, press & publicity, concept designing and management for promotion of products, building of brands through promotions and events for corporate, other business and professional entities, institutions, other groups, individuals of its own or in tie up or partnership with other agencies, service providers including international agencies involved in providing similar type of services and to promote, produce, organize and manage international and local music events, to provide complete technical and infrastructure support, including staging, lighting and sound for concerts, venue, on stage & back stage management, to do creative integration of sponsor banding & innovative sponsor entitlements of events, have coverage of live music events, television specials & music videos, merchandising procurement of governmental permission & licenses for events, travel management, freight logistics & hospitality. To undertake, handle and carry on business in India and abroad connected with events for different corporate, companies or individuals which includes any happening such as organizing and management of luxury events, government & private events, road shows including financial market, expositions, seminars, fashion shows, concerts, lavish parties, conferences, social events e.g. summer camp for children, game shows, fun events & theme e.g. Disney theme, corporate golf tours, corporate family carnival, brand launches, brand promotion and management, cultural events & celebrity management, award nights, entertainment shows, music shows, exhibitions, star nights, event management shows, fashion shows, organizing fairs. expositions, meets, product launches, concerts, gala. dinners, weddings. pandals, religious events, government, college and school festivals, theme parties, Online promotion of events, concerts, live shows, parties and sale of tickets or simply bookings & reservations and to acquire, purchase, sale, import or export, let on hire, install for that purposes various things, equipments and systems viz. audio visual systems, exhibitions, display panels and boards, conference kit and guides, and to provide support services including venue decor and infrastructural support as providing venue hooking, no objection certificates and government permissions, sound and light arrangements, fabrication of stalls, stage platforms, decorative items. transportation and labour or any

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other device or systems to execute the said business. To engage in the business of service provider, distributor, concept facilitator, consultant, manager, franchises, Co-ordinations with municipalities, Administration, traffic, Police, Licensing Authorities, market authorities, custodian, trustees, business advisor, strategy formulator, Brand Ambassador, on behalf of companies/firms/individuals to promote, establish, brand building, market leader of products or services and all related activities. To engage in the business of promotional events, Award ceremonies, Product launching platform, sampling of products, pageant ceremonies, organizing ground level kiosks.”

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Company 4 as on 30th April, 2026 is as follows:

Particulars	Amount (INR)
Authorized Share Capital	
1,00,000 Equity shares of face value of INR 10/- each	10,00,000/-
TOTAL	10,00,000/-
Issued, Subscribed and Paid-up Share Capital	
15,373 Equity shares of face value of INR 10/- each	1,53,730/-
TOTAL	1,53,730/-

- d) As on 30th April, 2026 the list of Directors of the Applicant Company 4 is as under:

Sr. No.	Name	DIN	Address
1.	Meherabad Kersi Patel	06473903	G 504, Freedom Park Life, Sector 57, Gurgaon, Haryana – 122002.
2.	Yesha Jagdish Shetty	06590666	G 504, Freedom Park Life, Sector 57, Gurgaon, Haryana – 122002.
3.	Saurabh Varma	06839898	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.
4.	Rakesh Amar Hinduja	09068954	D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai – 400012.

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5.	Rajesh Parshuram Ghatge	00335353	Flat No 68 Building Number 8, The Hibiscus Sector 50, Gurgaon, Haryana, 122 018 Gurgaon Haryana-122018.
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e) As on 30th April, 2026 the list of promoters of the Applicant Company 4 is as under:

Sr. No.	Name of Promoter	Address
1.	Meherabad Kersi Patel	<u>G 504, Freedom Park Life, Sector 57, Gurgaon, Haryana – 122002.</u>
2.	Yesha Jagdish Shetty	<u>G 504, Freedom Park Life, Sector 57, Gurgaon, Haryana – 122002.</u>

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office – As on 3rd January, 2025 there has been a change in the registered office from A-3204, Ireo Victory, Valley, Sector-67 NA, Gurgaon, Haryana- 122018 to A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051
- Details of change of objects – There has been no change in objects of the company in the last five years.

5. Wondrlab India Private Limited

a) Wondrlab India Private Limited (hereinafter referred to as “Applicant Company 5” or the “Transferee Company” or “WIPL”), is a private limited company, incorporated under the Companies Act, 2013 on April 28, 2020, under Corporate Identity Number U74999MH2020PTC339586. The Applicant Company 5 holds PAN AACCW6403E and has its registered office at at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai – 400051.

b) The Main Objects of Applicant Company 5 as set out in its Memorandum of Association are, inter alia, as follows:

“3.(a) The objects to be pursued by the company on its incorporation are:

The Company will be engaged in the business of building digital platforms, experience platforms, content platforms and related technology to support the social platforms using the different technologies, services.

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To engage in developing a online apps, websites and providing online services.”

- c) The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Company 5 as on 30th April, 2026 is as follows:

Particulars	Amount (Rs.)
Authorised Share Capital	
1,50,000 Equity shares of face value of INR 10/- each	15,00,000
65,000 0.01% Cumulative Compulsorily Convertible Preference shares of face value of INR 10/- each	6,50,000
TOTAL	21,50,000
Issued, Subscribed and Paid-up Share Capital	
1,02,158 Fully Paid-up Equity Shares of Rs. 10/- each	10,21,580
2,736 Partly Paid-up Equity Shares of Face Value Rs 10 each (paid up at Face Value Rs 01/-)	2,736/-
51,497 0.01% Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- each	5,14,970/-
TOTAL	15,39,286/-

- d) As on 30th April, 2026 the list of Directors of the Applicant Company 5 is as under:

Sr. No.	Name	DIN	Address
1.	Saurabh Varma	06839898	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.
2.	Rakesh Amar Hinduja	09068954	D 305 Ashok Towers, Dr. S.S. Rao Road, Parel, Mumbai – 400012.

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3.	Suresh Eshwara Prabhala	02130163	10A, Boat Club Road, R A Puram, Chennai, Chennai City Corporation Tamil Nadu.- 600028
4.	Narayanan Venkitraman	06423668	Flat No. 401, B Wing, Riddi Siddhi, 5 th Road, Chembur, Mumbai - 400071

e) As on 30th April, 2026 the list of promoters of the Applicant Company 5 is as under:

Sr. No.	Name of Promoter	Address
1.	Saurabh Varma	Flat No. 1803, 18th Floor, D Wing, Vivarea Dr. A. L. Nair Road, Mahalaxmi, Mumbai – 400011.

f) Details of change of name, registered office and objects of the company during the last five years:

- Details of change of name – There has been no change in name of the company in the last five years.
- Details of change of registered office – There has been no change in the registered office of the company in the last five years.
- Details of change of objects – There has been no change in objects of the company in the last five years.

7. RELATIONSHIP SUBSISTING BETWEEN COMPANIES WHO ARE PARTIES TO THE SCHEME

Applicant Company 1, Applicant Company 2 and Applicant Company 3 are the wholly owned subsidiary of Applicant Company 5. Further, the Applicant Company 5 holds 58% of the share capital of the Applicant Company 4.

8. RATIONALE AND BENEFITS OF THE SCHEME

The Participating Companies are part of the same group. The Transferee Company holds 100% share capital of the Transferor Company 1, Transferor Company 2, Transferor Company 3 and 58% of the share capital of the Transferor Company 4. In order to consolidate and effectively manage the business of the Companies in a single entity, which will provide several benefits including optimal utilization of resources, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be merged with the Transferee Company. The proposed Amalgamation would, inter alia, have the following benefits:

- The proposed amalgamation of the Transferor Companies with and into Transferee Company, would

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inter-alia result in the simplification of the group structure and alignment of group businesses and consolidation of the group companies in one entity thereby resulting in rationalization and standardization of the business processes, economies of scale, reduction in overheads, administrative, managerial and other expenditure, organizational efficiency, and optimal utilization of resources which would be beneficial for all members and other stakeholders.

- The combined entity will have a bigger pool of managerial and financial resources ultimately leading to expansion of business, faster execution of large and sophisticated projects ultimately resulting in maximisation of shareholders' wealth. Unification will also lead to economies of scale resulting in saving of general and administrative costs.
- The amalgamation among the Participating Companies will lead to elimination of inter-company transactions and balances between the Participating Companies.
- Consolidation of Companies would result in reduction in regulatory and legal compliances and avoid multiple record keeping.
- The Scheme of Amalgamation would be in the best interests of the shareholders, creditors, employees and other stakeholders of the Participating Companies, as it would result in enhancement of shareholder value, operational efficiencies and greater focus and would enable the management of each of the Participating Companies to vigorously pursue revenue growth and expansion opportunities through organic and inorganic growth.

In view of the aforesaid, the Board of Directors of the Companies have considered and proposed this Scheme and matters incidental thereto pursuant to the provisions of Section 230 to 232 and other relevant provisions of the Act.

9. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, inter alia, as follows:

1. The Scheme of Amalgamation (Merger by Absorption) is presented under Section 230 to 232 read with other applicable provisions of the Companies Act, 2013 amongst WYP Brand Solutions Private Limited ('Transferor Company 1' or 'WBSPL'), Wondrlab Technologies Private Limited ('Transferor Company 2' or 'WTPL'), Wondrlab Martech Platforms Private Limited ('Transferor Company 3' or 'WMPPL'), NDM Marketing Private Limited ('Transferor Company 4' or 'NMPL') and Wondrlab India Private Limited ('Transferee Company' or 'WIPL') and their respective shareholders.
2. Scheme provides for amalgamation of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 with all their assets and liabilities into the Transferee Company.
3. The Appointed date of the Scheme is 1st April 2025 or any other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority.

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4. Effective Date of the Scheme means the last of the dates on which the necessary certified copy of the order under Section 230 to 232 of the Act, and other applicable provisions of the Act are duly filed with the Registrar of Companies by all the Companies. Any references in this Scheme to the 'date of coming into effect of this Scheme' or 'effectiveness of this Scheme' or 'Scheme taking effect' shall mean the Effective Date;

5. **Consideration:**

- i. The Transferor Company 1, Transferor Company 2 and Transferor Company 3 are direct wholly owned subsidiaries of the Transferee Company and the entire paid-up share capital of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 is held by the Transferee Company directly and through its nominees.
- ii. On the Scheme coming into effect, the entire issued, subscribed and paid-up share capital of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 shall, ipso facto, without any further application, act, deed or instrument stand extinguished and cancelled and no new shares of the Transferee Company will be issued or allotted with respect to the shares held in the Transferor Company 1, Transferor Company 2 and Transferor Company 3.
- iii. The share certificates issued by the Transferor Company 1, Transferor Company 2 and Transferor Company 3 in relation to their respective shares shall, without any further application, act, instrument or deed, be deemed to be and stand automatically cancelled as on the Effective Date. In relation to shares of Transferor Company 1, Transferor Company 2 and Transferor Company 3 which are held in dematerialized form, if any, the Transferee Company shall execute and take all necessary steps, actions, matters or things and make all necessary filings, as required to give effect to the cancellation.
- iv. Upon the Scheme coming into effect and in consideration for the amalgamation of the Transferor Company 4 with the Transferee Company pursuant to Part B of this Scheme and subject to the provisions of this Scheme, the Transferee Company shall, without any further application, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company 4, whose name is recorded in the register of members as member of the Transferor Company 4 as on the Record Date, as follows:

To the shareholders of Transferor Company 4

'1,233 (One thousand two hundred and thirty-three) fully paid-up Equity shares of Rs. 10/- each of the Transferee Company for every 1,000 (One thousand) fully paid-up Equity shares of Rs. 10/- each held in the Transferor Company 4.'

(Share Entitlement Ratio)

- v. Shares to be issued to the members of the Transferor Company 4 (other than the Transferee Company) by the Transferee Company shall be subject to the Memorandum and Articles of Association of the Transferee Company and shall rank pari passu in all respects, including dividend, with the existing shares of the Transferee Company.

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- vi. In case any member's holding in Transferor Company 4 such that the member becomes entitled to a fraction of a share of the Transferee Company, the Transferee Company shall round off such fraction to the nearest integer and accordingly issue shares/share certificate.
- vii. The issue and allotment of the shares by the Transferee Company to the shareholders of Transferor Company 4 as provided in this Scheme is an integral part hereof and shall be deemed to have been carried out without any further act or deed by the Transferee Company as if the procedure laid down under the relevant applicable provisions of the Act were duly complied with.
It is clarified that the approval of members of the Transferee Company to the Scheme shall be deemed to be the consent / approval for issuance and allotment of shares to the members of Transferee Company 4.
- viii. It is clarified that number of shares to be issued under Clause iv shall be adjusted (upward or downward) to give effect to Clause vi.
- ix. Subject to Applicable Laws, the shares that are to be issued in terms of this Scheme shall be issued in dematerialized form. The register of members maintained by the Transferee Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Transferee Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of the Transferee Company) be updated to reflect the issue of the shares in terms of this Scheme. The shareholders of the Transferor Company 4 who hold shares in physical form, should provide the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the Record Date to enable it to issue the shares. However, if no such details have been provided to the Transferee Company by the shareholders holding shares in physical share certificates on or before the Record Date, the Transferee Company shall deal with the relevant shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding shares in dematerialized form to a trustee nominated by the Board of Transferee Company ('Trustee of Transferee Company') who shall hold these shares in trust for the benefit of such shareholder. The shares of the Transferee Company held by the Trustee of Transferee Company for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the Trustee of Transferee Company, along with such other documents as may be required by the Trustee of Transferee Company. The respective shareholders shall have all the rights of the shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of equity shares from the Trustee of Transferee Company. All costs and expenses incurred in this respect shall be borne by Transferee Company.
- x. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Transferor Company 4, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of shares in the Transferor Company 4, after the effectiveness of this Scheme.

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- x. The shares to be issued pursuant to this Scheme in respect of any equity shares of the Transferor Company 4 which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall pending allotment or settlement of dispute by order of court or otherwise, be held in abeyance.
 - xi. The shares to be issued by the Transferee Company in lieu of the shares of the Transferor Company 4 held in the respective unclaimed suspense account of the Transferor Company 4, if any, shall be issued to a new unclaimed suspense account created for shareholders of the Transferor Company 4.
 - xii. If necessary, the Transferee Company shall before allotment of the shares in term of the Scheme, increase, reclassify and/or restructure its authorized share capital in such manner and by such amount as may be necessary to satisfy its obligation under the provisions of the Scheme in compliance with the applicable provisions of the Act and the rules issued thereunder.
 - xiii. In the event of any increase in the issued, subscribed or paid up share capital of Transferor Companies and/or Transferee Company or issuance of any instruments convertible into equity shares or restructuring of its equity share capital including by way of share split/ consolidation/ issue of bonus shares or issue of rights shares or issue of shares through preferential allotment/private placement or other similar action in relation to the share capital of Transferor Companies and/or Transferee Company at any time before the Record Date, the Share Exchange Ratio (as stated in Clause 11.4) shall be adjusted appropriately and the same shall be approved by the Board of Directors of each of the Transferor Company and Transferee Company. Alternatively, the Transferor Companies and/ or the Transferee Company shall take into consideration this Scheme for any funding round in the form of convertible instruments and provide for the conversion terms considering this Scheme while issuing the instruments and the terms of the funding round shall be approved by the Board of Directors of all the Companies.
6. That all the costs, charges, levies and expenses of the Participating Companies respectively in relation to or in connection with or incidental to the proposed Scheme or the implementation thereof shall be borne and paid by the Transferee Company, unless otherwise determined by the Boards of Directors of the Participating Companies.

10. CORPORATE APPROVALS

1. The Scheme was placed before the Board of Directors of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 at their respective meetings held on 5th May 2025. The Board of Directors of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 have approved the Scheme. The meeting of the Board of Directors of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 was held on 5th May 2025, with proper quorum. None of the Directors of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 who attended the respective meetings voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4 who attended and voted at the respective meetings.

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2. Further, the Scheme was placed before the Board of Directors of Transferee Company, at its meeting held on 6th May 2025. The Board of Directors of Transferee Company has approved the Scheme. The meeting of the Board of Directors of Transferee Company was held on 5th May 2025, with proper quorum. None of the Directors of Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of Transferee Company who attended and voted at the meeting.

11. APPROVALS AND ACTIONS TAKEN IN RELATION TO THE SCHEME

1. The Companies would obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as applicable.
2. The applications along with the annexure thereto (which includes the Scheme) were filed by all the Companies with the NCLT, on 17th May 2025.
3. This notice convening Meeting of the unsecured creditors of the Applicant Company 4 along with aforesaid documents are placed on the website of the Applicant Company 4 viz. wondrlab.com

12. DISCLOSURE OF THE EFFECT OF THE COMPROMISE OR ARRANGEMENT ON:

1. Key Managerial Person (“KMP”):

None of the KMP or their relatives are interested except to the extent of their shareholdings in the Applicant Companies, if any

2. Directors:

None of the Directors or their relatives are interested except to the extent of their shareholdings in the Applicant Companies, if any

3. Promoters:

The Proposed Scheme does not have any adverse effect on the interest of the Promoters of the Applicant Companies, except to the extent of their shareholdings in the Applicant Companies, if any.

4. Non-Promoters:

The Proposed Scheme does not have any adverse effect on the interest of the Non-Promoters of the Applicant Companies, except to the extent of their shareholdings in the Applicant Companies.

5. Depositors:

The Applicant Companies do not have any public deposits.

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6. Creditors:

Interest of the Creditors of the Applicant Companies is not affected pursuant to the present Scheme.

7. Debenture Holders:

There are no Debenture Holders in any of the Applicant Companies.

8. Deposit Trustee and Debenture Trustee:

The Applicant Companies does not have Deposit Trustee and Debenture Trustee.

9. Employees:

- i. On the coming into effect of this Scheme, all employees, if any, of the Transferor Companies who are in employment of the Transferor Companies, as on the Effective Date, shall become the employees of the Transferee Company with effect from the Effective Date without any break or interruption in service and on terms and conditions no less favourable than those on which they were engaged by the Transferor Companies immediately preceding the Effective Date. The Transferee Company undertakes to continue to abide by any agreement / settlement, if any, entered into by any of the Transferor Companies with any union / employee.
- ii. It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts created or existing for the benefit of the employees of the Transferor Companies shall become funds / trusts of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such funds / trusts in relation to the obligation to make contributions to the said funds / trusts in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such funds / trusts shall become those of the Transferee Company. It is clarified that the services of the employees of the Transferor Companies will be treated as having been continuous for the purpose of the said funds / trusts and for computing any other employee benefits.

13. DISCLOSURE OF EFFECT OF ARRANGEMENT ON MATERIAL INTERESTS OF DIRECTORS AND KEY MANAGERIAL PERSON PRE AND POST AMALGAMATION SHAREHOLDING PATTERN

As mentioned above, the Key Managerial Personnel (KMP) / Directors have no material interests in the Scheme, except to the extent of their shareholdings in the Applicant Companies, if any. Since the Applicant Companies involved in the Scheme has not issued debentures, the issue of interest of debenture trustee does not arise.

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CIN: U74140MH2015PTC440094

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14. OTHERS:

1. The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013. The certificate issued by MSKC & Associates LLP, is open for inspection.
2. Under the Scheme, there is no arrangement proposed to be entered into with the creditors of the Applicant Companies. No compromise is offered under this Scheme to any of the creditors of the Applicant Companies. The liability towards the creditors of the Transferor Companies under the Scheme, is neither being reduced nor being extinguished but shall be assumed and discharged by the Transferee Company respectively in its ordinary course of business.
3. Under the Scheme, no rights of the Employees of the Transferor Companies are being affected. The services of the Employees of Transferor Companies, under the Scheme, shall continue on the same terms and conditions on which they were engaged by Transferor Companies.
4. There is no effect of the Scheme on the key managerial personnel and/or the Directors of Transferor Companies. Further no change in the Board of Directors of Transferor Companies is envisaged on account of the Scheme.
5. On the Scheme becoming effective, the Transferor Company 1, the Transferor Company 2, the Transferor Company 3 and Transferor Company 4 shall stand dissolved without being wound up and without any further acts by any party.
6. Under the Scheme, on and from the Effective Date, Transferee Company undertakes to engage the Employees of Transferor Companies, on the same terms and conditions on which they are engaged by Transferor Companies without any interruption of service and in the manner provided under Clause 10 of the Scheme. In the circumstances, the rights of the Employees of Transferor Companies, engaged in, would in no way be affected by the Scheme.
7. The Scheme does not involve any capital or debt restructuring and therefore the requirement to disclose details of capital or debt restructuring is not applicable.
8. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of Transferor Companies and Transferee Company have, in their separate meetings held on 5th May 2025 and 6th May 2025 respectively, have adopted a report, inter alia, explaining effect of the Scheme on each class of shareholders, key managerial personal, promoters and non-promoter shareholders amongst others. Copy of the Reports adopted by the respective Board of Directors of Transferor Companies and Transferee Company are enclosed as **Annexure 2A** to **Annexure 2E** respectively.
9. To the knowledge of the Applicant Companies, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Companies Act, 1956.

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10. There is no proceedings/ investigations pending against any of the Applicant Companies under Sections 210 to 217, 219, 220, 223 to 227 of The Companies Act, 2013.
11. Further no insolvency proceedings under the Insolvency and Bankruptcy Code, 2016 have been filed or are pending against the Applicant Companies.
12. As on 31st March 2025, there are no secured creditors in the Applicant Company 4.
13. The amount due in favour of the unsecured creditors of Applicant Company 4 as on 29th April, 2026, is INR 1,24,83,73,767/- (Rupees One Hundred Twenty Four Crore Eighty Three Lacs Seventy Three Thousand Seven Hundred and Sixty Seven Only).
14. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
15. The following documents will be available for obtaining extract from or making/obtaining copies of or for inspection by the unsecured creditors of the Applicant Company 4 at its registered office at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051, between 11.00 a.m. and 5.00 p.m. on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
 - a. Copy of the order passed by NCLT in Company Scheme Application No. 148 of 2025 dated 23rd April 2026 directing Applicant Company 4 to, inter alia, convene the meeting of its unsecured creditors;
 - b. Copy of Company Scheme Application No. 148 of 2025 along with annexures filed by the Applicant Companies before NCLT;
 - c. List of Subsidiary Companies, joint ventures and associates of all the Applicant Company 4;
 - d. Copy of the Register of Directors' shareholding of Applicant Company 4;
 - e. Copy of the resolutions, dated 5th May 2025 and 6th May 2025, passed by the Board of Directors of Transferor Companies and Transferee Company respectively, approving the Scheme;
 - f. Copy of the extracts of the minutes of the meetings, held on 5th May 2025 and 6th May 2025, of the Board of Directors of Transferor Companies and Transferee Company respectively, in respect of the approval of the Scheme;
 - g. Copy of the Statutory Auditors' certificate dated 12th May 2025 issued by MSKC & Associates LLP, Chartered Accountants to Applicant Company 5, confirming the compliance of the accounting treatment as specified by Central Government in Section 133 of the Companies Act, 2013;
 - h. Copy of the Scheme;

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- i. Copy of the Report, dated 5th May 2025 and 6th May 2025, adopted by the Board of Directors of Transferor Companies and Transferee Company respectively, pursuant to the provisions of section 232(2)(c) of the Act;
- j. Latest audited financial statements (including Consolidated Financial Statements) of the Applicant Companies as on 31st March 2025;
- k. Copy of Unaudited Provisional Financial Statements of the Applicant Companies as on 31st December, 2025;
- l. Copy of the Valuation Report dated 15th May 2025, issued by RV Shreyansh M Jain, Registered Valuer (SFA) describing the methodology adopted by him in arriving at the share exchange ratio; and
- m. Copy of the Memorandum of Association and Articles of Association.

The approval of Registrar of Company and Regional Director for the said Scheme is awaited. The Applicant Companies are in process of serving the notices to respective authorities.

We have filed the form GNL-1 with the Registrar of Companies on 6th May, 2026 vide SRN AC3346372.

This statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Rules. A copy of the Scheme and Explanatory Statement may be obtained free of charge on any working day prior to the date of the meeting, from the Registered Office of the Applicant Company 4.

After the Scheme is approved, by the unsecured creditors of Applicant Company 4, it will be subject to the approval / sanction by NCLT.

Sd/-

Shri Rajnickant Patel

Chairperson appointed for the meeting

Dated this 7th May 2026

Registered office: A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051

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Notes for Meeting of Unsecured Creditors of the Applicant Company 4

1. General instructions for accessing and participating in the Meeting through the VC/OAVM Facility and voting during the meeting

- A. Pursuant to the Order passed by the NCLT, a Meeting of the unsecured creditors of the Applicant Company 4 will be held through VC/OAVM
- B. Since the meeting is being held pursuant to the Order passed by the NCLT and MCA Circulars through VC/OAVM, physical attendance of the unsecured creditors has been dispensed with. Accordingly, the facility for the appointment of proxies by unsecured creditors will not be available for the Meeting. However, in pursuance of Section 113 of the Act, authorized representatives of institutional/ corporate creditors may be appointed for the purpose of participation in the Meeting through VC/OAVM facility and e-voting during the Meeting, provided that such creditor sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote during the Meeting, on its behalf. The said resolution/authorization shall be sent to the scrutinizer by email through his registered email ID address to npgaulawoffices@gmail.com and to the Applicant Company 4 at accounts@wondrlab.com, before the VC/OAVM Meeting, as the case may be.
- C. The proceedings of this Meeting would be deemed to have been conducted at the registered office of the Company located at A-601, Pinnacle Corporate Park, Adjacent to Trade Centre, Bandra (East), Mumbai, Maharashtra, India, 400051.
- D. The quorum of the Meeting shall be as prescribed under section 103 of the Companies Act, 2013 i.e. 2 (Two). The unsecured creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- E. The aforesaid particulars are being sent through electronic mode to those unsecured creditors whose e-mail IDs are registered with the Company's Registrar. The aforesaid particulars are being sent to all the unsecured creditors, whose names appear in the list of creditors as on 29th April, 2026.

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- F. The VC shall be conducted through Microsoft Teams, the link for which is as follows

<https://teams.microsoft.com/meet/44145187918572?p=nHdbTgrKTQy43AT36j>

Meeting ID: 441 451 879 185 72

Passcode: Nn24Qd9x

The details of the meeting shall also be forwarded to the registered email address of the unsecured creditors of the Applicant Company 4 along with instructions for participating in and voting at the meeting. Unsecured creditors can contact accounts@wondrlab.com for assistance with respect to the technology for VC or OAVM either before or during the meeting.

- G. The unsecured creditors can join the Tribunal convened meeting in the VC/OAVM mode 15 minutes before and/or after the scheduled time of the commencement of the meeting by the procedure mentioned hereinbelow.
- H. Instructions for unsecured creditors for participating in the Tribunal convened meeting through VC/OAVM are as under:
- a) A person, whose name appears in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Applicant Company 4 as on 29th April, 2026 as has been filed with the NCLT, only shall be entitled to participate at the Meeting. A person who is not an unsecured creditor as on the aforementioned date and whose name does not appear in the aforementioned list, should treat the Notice for information purposes only.
 - b) Unsecured creditors will be required to use the Internet at a good speed to avoid any disturbance during the meeting.
 - c) Please note that unsecured creditors connecting from mobile devices or tablets or through laptops, etc. connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - d) Queries on the businesses covered in the Notice may be sent to the Directors at email id accounts@wondrlab.com in advance, so that the answers may be made readily available at the Tribunal convened Meeting.
 - e) The unsecured creditors can cast their vote by sending their response to the designated email address of Applicant Company 4 accounts@wondrlab.com or the email address of the Scrutinizer appointed by the Hon'ble Tribunal npgaurlawoffices@gmail.com.
- I. All the documents referred to in the accompanying explanatory statement shall be available for inspection through electronic mode during the proceedings of the Meeting. Unsecured creditors seeking

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/ requesting to inspect copies of the said documents may send an email at accounts@wondrlab.com. Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the unsecured creditors at the registered office of the Applicant Company 4, during working hours on all working days up to 1 (One) day prior to the date of the Meeting.

- J. The Notice convening the Meeting will be published through advertisement in 'Business Standard' in English having nation-wide circulation, and 'Loksatta' in Marathi, having circulation in Maharashtra.
- K. The Scheme shall be considered approved by the unsecured creditors of the Applicant Company 4 if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourths in value of the unsecured creditors voting at the Meeting through VC/OAVM, in terms of the provisions of Sections 230 to 232 of the Act.
- L. Since the Meeting will be held through VC/OAVM in accordance with the Order passed by NCLT, the route map, proxy form and attendance slip are not attached to this Notice.
- M. The voting rights of the unsecured creditors shall be in proportion to the outstanding amount due to them by the Applicant Company 4 as on the close of business hours as on the cut-off Date, i.e., 29th April, 2026.
- N. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members (RoM) of the Company will be entitled to vote at the Meeting.
- O. In case the creditors cast their vote during the Meeting, and the resolution is cast by the creditor, whether partially or otherwise. The creditors shall not be allowed to change it subsequently.