

## Annexure 2A

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF WYP BRAND SOLUTIONS PRIVATE LIMITED (“COMPANY”)**

**IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON THE 5TH**

**DAY OF MAY 2025**

1. The Scheme of Amalgamation amongst WYP Brand Solutions Private Limited (“WBSPL” or “Transferor Company 1”); Wondrlab Technologies Private Limited (“WTPL” or “Transferor Company 2”); Wondrlab Martech Platforms Private Limited (“WMPPL” or “Transferor Company 3”); NDM Marketing Private Limited (“NMPL” or “Transferor Company 4”); and Wondrlab India Private Limited (“WIPL” or “Transferee Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**‘Act’**), provides for amalgamation of WYP Brand Solutions Private Limited, Wondrlab Technologies Private Limited, Wondrlab Martech Platforms Private Limited and NDM Marketing Private Limited with Wondrlab India Private Limited.
2. The Board of Directors of the Company at its meeting held on 5<sup>th</sup> May 2025 have approved the said Scheme.
3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the Directors of the Company explaining effect of the Scheme on each class of shareholders, promoter and non-promoter shareholders and Key Managerial Personnel (**‘KMP’**) laying out in particular the share exchange ratio, specifying any special valuation difficulties.
4. Following documents were placed before the board:
  - ✚ Scheme of Amalgamation;
  - ✚ Share Exchange Ratio Report dated 28<sup>th</sup> April 2025 issued by Shreyansh M Jain (IBBI/RV/03/2019/12124).
5. **Share Exchange Ratio Report:**
  - a. The Transferor Company 1, Transferor Company 2 and Transferor Company 3 are direct wholly owned subsidiary 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.

b. On

**WYP BRAND SOLUTIONS PRIVATE LIMITED**

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.

- c. Upon the Scheme becoming effective, the Transferee Company shall, in consideration for and without any further application or deed, issue and allot to shareholders (other than any shares held by the Transferee Company itself, if any) of the Transferor Company 4 whose name appears in the Register of Members of the Transferor Company 4 as on the Record Date in a manner as prescribed in the Share Exchange Ratio Report dated 28th April 2025 issued by Shreyansh M Jain (IBBI/RV/03/2019/12124), Registered Valuer.

Following are important extracts of the Share Exchange Ratio Report dated 28th April 2025 issued by Shreyansh M Jain (IBBI/RV/03/2019/12124), Registered Valuer:

*“1,233 (One Thousand Two Hundred and Thirty-Three) equity shares of WIPL having face value of INR 10 each fully paid up shall be issued for every 1,000 (One Thousand) equity shares held in NMPL having face value of INR 10 each fully paid up”*

No special valuation difficulties were reported.

**6. Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company:**

- (a) The Company has only one class of Shareholders viz. (1) Equity Shareholders
- (b) The Scheme does not affect rights and interest of the Promoter and Non-Promoter Shareholders of the Company prejudicially.

**7. Effect of the Scheme on the KMP of the Company:**

There will be no impact of the Scheme on the KMP of the Company. Further, none of the KMP have any interest in the Scheme except to the extent of shares held by them, if any, in the Company.

**WYP BRAND SOLUTIONS PRIVATE LIMITED**

For and Behalf of the Board

For WYP Brand Solutions Private Limited



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Saurabh Varma

Director

DIN: 06839898

**WYP BRAND SOLUTIONS PRIVATE LIMITED**

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