

AEROGRID ADVANCED HOSTING SOLUTIONS PRIVATE LIMITED

(Earlier known as "Alotronix Warehousing Fourteen Private Limited")

August 29, 2025

To,
The Manager
The Listing Department
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001
Maharashtra, India

Dear Sir / Madam(s),

Subject: Intimation under Regulation 30 read with Regulation 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the scheme of amalgamation between Aerogrid Advanced Hosting Solutions Private Limited and South City Projects (Kolkata) Limited and their respective shareholders and creditors in pursuance of Section 233 of the Companies Act, 2013

Reference: Scrip Code: 976796, 976797 and 976798

ISIN: INE1YOE07026, INE1YOE07018 and INE1YOE07034

In accordance with the provisions of Regulation 30 read with Regulation 51 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR**'), we wish to inform that the Board of Directors ('**Board**') of the Company at their meeting held on August 29, 2025, considered and approved the scheme of amalgamation between Aerogrid Advanced Hosting Solutions Private Limited ('**Transferor Company**' or '**Debt Listed Holding Company**' or '**Company**') and South City Projects (Kolkata) Limited ('**Transferee Company**' or '**Unlisted Wholly-Owned Subsidiary Company**') and their respective shareholders and creditors in pursuance of Section 233 of the Companies Act, 2013 and ('**Scheme**').

The Scheme provides for amalgamation of Debt Listed Holding Company with its Unlisted Wholly-Owned Subsidiary Company. The Scheme in interest of all the shareholders, creditors (including the listed NCD holders) and other stakeholders of the Debt Listed Holding Company and Unlisted Wholly-Owned Subsidiary Company and is not prejudicial to the interests of the concerned stakeholders or the public at large. The Scheme does not involve any arrangement with its creditors, including the listed NCD holders) or any other stakeholders of the companies.

The other details as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is attached as '**Annexure A**'.

The Board meeting commenced at 9.00 a.m. and concluded at 9.45 a.m.

Regd Office: Tower 1, 15th Floor, 1501 B, One World Centre, Senapati Bapat Marg,
Delisle Road, Mumbai, Maharashtra, India - 400013

Website: www.aerogrid.in | Telephone: +022-62805000 | E-mail: compliance@southcitymall.in
CIN: U70200MH2024PTC418088

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(Earlier known as "Alotronix Warehousing Fourteen Private Limited")

The above information is being hosted on the Company's website www.aerogrid.in as required in terms of SEBI Listing Regulations.

We request you to kindly take the same on record.

Yours faithfully,

For and on behalf of
Aerogrid Advanced Hosting Solutions Private Limited
(Formerly known as 'Alotronix Warehousing Fourteen Private Limited')

Varsha Aswani
Company Secretary
Membership No: A45961

AEROGRID ADVANCED HOSTING SOLUTIONS PRIVATE LIMITED**(Earlier known as "Alotronix Warehousing Fourteen Private Limited")****ANNEXURE A****Details required as per Regulation 30 of SEBI LODR read with
SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024**

Sr No	Particulars	Description												
1.	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.	<p><u>Transferor Company:</u></p> <p>Aerogrid Advanced Hosting Solutions Private Limited is a private limited company, originally incorporated under the provisions of Companies Act, 2013 in the name and style ‘Alotronix Warehousing Fourteen Private Limited’ on January 29, 2024. On November 14, 2024, the name of the Transferor Company was changed from ‘Alotronix Warehousing Fourteen Private Limited’ to ‘Aerogrid Advanced Hosting Solutions Private Limited’.</p> <p>The Transferor Company is having its registered office at Tower 1, 15th Floor, 1501 B, One World Centre, Senapati Bapat Marg, Delisle Road, Mumbai – 400013, Maharashtra, India and corporate identification number U70200MH2024PTC418088.</p> <p>The Transferor Company has issued non-convertible debentures (‘NCDs’) that are listed on BSE Limited. As on date the authorised, issued, subscribed and paid-up share capital of the Transferor Company was as under:</p> <table><tr><th>Particulars</th><th>Amount (Rs.)</th></tr><tr><td>Authorised share capital</td><td></td></tr><tr><td>1,00,000 equity shares of Rs 10/- each</td><td>10,00,000</td></tr><tr><td>Issued, subscribed and paid-up share capital</td><td></td></tr><tr><td>1,129 equity Shares of Rs 10/- each</td><td>11,290</td></tr><tr><td>Turnover as on March 31, 2025</td><td>Nil</td></tr></table> <p>The Transferor Company holds the entire paid-up share capital in the Transferee Company.</p> <p><u>Transferee Company:</u></p> <p>South City Projects (Kolkata) Limited is a public limited company, originally incorporated in the name and style of ‘Damodar Valley Papers Limited’ on April 27, 1995. On</p>	Particulars	Amount (Rs.)	Authorised share capital		1,00,000 equity shares of Rs 10/- each	10,00,000	Issued, subscribed and paid-up share capital		1,129 equity Shares of Rs 10/- each	11,290	Turnover as on March 31, 2025	Nil
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		<p>November 9, 2001 the name of the Transferee Company was changed from ‘Damodar Valley Papers Limited’ to ‘South City Projects (Kolkata) Limited’.</p> <p>The Transferee Company is having its registered office at South City Business Park, Unit No. 711 770, Anandapur, E M Bye Pass, Kolkata – 700107, West Bengal, India and corporate identification number U21019WB1995PLC071252.</p> <p>The Transferee Company is a wholly owned subsidiary of the Transferor Company.</p> <table><tr><th>Particulars</th><th>Amount (Rs.)</th></tr><tr><td>Authorised share capital</td><td></td></tr><tr><td>60,00,000 equity shares of Rs 10/- each</td><td>6,00,00,000</td></tr><tr><td>20,00,000 preference shares of Rs 10/- each</td><td>2,00,00,000</td></tr><tr><td>Issued, subscribed and paid-up share capital</td><td></td></tr><tr><td>45,00,700 equity shares of Rs 10/- each</td><td>4,50,07,000</td></tr><tr><td>Turnover as on March 31, 2025</td><td>27059.20 Lakhs</td></tr></table>	Particulars	Amount (Rs.)	Authorised share capital		60,00,000 equity shares of Rs 10/- each	6,00,00,000	20,00,000 preference shares of Rs 10/- each	2,00,00,000	Issued, subscribed and paid-up share capital		45,00,700 equity shares of Rs 10/- each	4,50,07,000	Turnover as on March 31, 2025	27059.20 Lakhs
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Turnover as on March 31, 2025	27059.20 Lakhs															
2.	Whether transaction falls within related party transactions? If yes, whether the same is done at “arm’s length”?	<p>Yes, the companies involved in the Scheme are related parties with effect from June 17, 2025.</p> <p>In terms of General Circular No. 30 / 2014 dated July 17, 2014 issued by Ministry of Corporate Affairs read with section 188 of Companies Act, 2013, provides specific exemptions to transaction arising out of compromise, arrangements and amalgamations dealt with under specific provisions of Companies Act, 2013.</p> <p>Further, in terms of Regulation 62K(7)(b) of the SEBI LODR, any transaction entered between a holding company and its wholly-owned subsidiary company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 62K (2), (3) and (4) of SEBI LODR. Since, the Transferee Company is the wholly-owned subsidiary of the Transferor Company, the aforementioned regulations of SEBI LODR are not applicable. In any case, the consideration under the Scheme shall be discharged on an arm’s length basis.</p>														

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		Further, the Transferee company will also obtain requisite approvals from its board of directors and shareholders prior to effectuating the scheme.
3.	Area of business of the entity(ies)	<p><u>Transferor Company:</u> The Transferor Company is primarily engaged in the business of providing real estate management services and facilities management services.</p> <p><u>Transferee Company:</u> The Transferee Company is primarily engaged in the business of leasing of real estate and provides rental and maintenance services, which are related to the real estate business.</p>
4.	Rationale for the amalgamation / merger	<ol style="list-style-type: none">1. The Transferor Company holds the entire share capital of the Transferee Company. It is proposed to amalgamate the Transferor Company with the Transferee Company in order to effectively manage the Transferor Company and Transferee Company as a single entity which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances and rationalising costs.2. The independent operations of the Transferor Company and Transferee Company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multilayer structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of a holding structure and the resultant operation would be substantially cost-efficient. This scheme would result in simplified corporate structure of the Transferee Company and its businesses, thereby leading to more efficient utilization of capital and creation of a consolidated base for future growth of the Transferee Company.3. This arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor Company and Transferee Company.

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		<p>4. The amalgamation is expected to yield the following additional benefits:</p> <ul style="list-style-type: none">(i) assist in rationalizing the corporate structure and reduction of shareholding tiers;(ii) simplify decision making, reduce duplication of administrative responsibilities and regulatory compliances;(iii) result in saving of administration and other costs associated with managing separate entities; <p>The Scheme is in the interest of all the shareholders, creditors and other stakeholders of all companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.</p>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>1.1 No cash consideration is payable under the Scheme. The consideration for amalgamation will be discharged by the issue of equity shares by the Transferee Company as follows:</p> <p>1.2</p> <p>1.3 <u>“13. CONSIDERATION</u></p> <p>1.4</p> <p>1.5 <i>13.1 Upon this Scheme becoming effective and in consideration for the amalgamation of Transferor Company with Transferee Company, the Transferee Company shall, without any further application, act, instrument or deed, issue and allot equity shares, credited as fully paid up, to the respective members of the Transferor Company, holding fully paid up equity shares in Transferor Company and whose names appear in the registrar of members of the Transferor Company on the Record Date or such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of Directors of the Transferor Company in the following proportion:</i></p> <p>1.6</p> <p>1.7 <i>“1,129 fully paid up equity shares of Rs 10 each of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in proportion of their holding in the Transferor Company.”</i></p>

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		<div>1.8</div> <div>13.2 In case any shareholder’s holding of equity shares in Transferor Company is such that the shareholder becomes entitled, pursuant to this clause, to a fraction of equity shares of Transferee Company, Transferee Company shall round off the said entitlement to the nearest integer and allot equity shares accordingly, provided it is ensured that the minimum number of shareholders is maintained as per the provision of the Act at all times and the total number of shares issued by the Transferee Company to the shareholders of Transferor Company is not higher or lower than but exactly equal to the number of shares specified in sub-clause 13.1 and 13.2 above.</div> <div>1.9</div> <div>1.10</div> <div>13.3 The equity shares in Transferee Company to be issued to the equity shareholders of Transferor Company shall be subject to the memorandum and articles of association of the Transferee Company and shall be deemed to be in compliance with the Act and other notifications, guidelines issued by the statutory / regulatory authorities in India.</div> <div>1.11</div> <div>1.12</div> <div>13.4 On issue and allotment of the equity shares by the Transferee Company to the equity shareholders of the Transferor Company, the equity shares held by the said shareholders in Transferor Company, whether in physical form or dematerialized form, shall, without any further act, deed or instrument be deemed to have been automatically cancelled and be of no effect.</div> <div>1.13</div> <div>13.5 On the Scheme becoming effective and consequential upon issue of equity shares in accordance with the Scheme, the equity shares held by the Transferor Company in the Transferee Company shall, without any further act or deed, stand automatically cancelled and extinguished by operation of law and shall lead to reduction of existing paid-up share capital of the Transferee Company. Accordingly, the share capital of the Transferee Company shall stand reduced to the extent of face value of shares issued by the Transferor Company pursuant to this Scheme.”</div>		
6.	Brief details of change in shareholding pattern (if any) of listed entity	<div>The pre-Scheme shareholding pattern of the Transferor Company / listed entity is as follows:</div> <table><tr><th>Name of the shareholder</th><th>% holding (Pre)</th></tr></table>	Name of the shareholder	% holding (Pre)
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		BREP Asia III India Holding Co X Pte. Ltd.	88.57																								
		Arjun Sharma	3.10																								
		Amaraah Sharma (minor) through Arjun Sharma	2.13																								
		Neeraj Ghei jointly with Kavi Ghei	2.57																								
		Yograj Arora	3.63																								
		Total	100.00																								
		<p>The Transferee Company is the wholly owned subsidiary of the Transferor Company. Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and the shareholders of the Transferor Company shall be issued shares of the Transferee Company as per the consideration clause of the Scheme.</p>																									
		<p>Also, on the Scheme becoming effective and consequential upon issue of equity shares in accordance with the Scheme, the equity shares held by the Transferor Company in the Transferee Company shall, without any further act or deed, stand automatically cancelled and extinguished by operation of law. Hence, the shareholding pattern of the Transferee Company shall be as follows:</p>																									
		<table><tr><th>Name of the shareholder</th><th>% holding (Pre)</th><th>% holding (Post)</th></tr><tr><td>Aerogrid Advanced Hosting Solutions Private Limited i.e, Transferor Company*</td><td>100</td><td>-</td></tr><tr><td>BREP Asia III India Holding Co X Pte. Ltd.**</td><td>-</td><td>88.57</td></tr><tr><td>Arjun Sharma**</td><td>-</td><td>3.10</td></tr><tr><td>Amaraah Sharma (minor) through Arjun Sharma **</td><td>-</td><td>2.13</td></tr><tr><td>Neeraj Ghei jointly with Kavi Ghei **</td><td>-</td><td>2.57</td></tr><tr><td>Yograj Arora**</td><td>-</td><td>3.63</td></tr><tr><td>Total</td><td>100.00</td><td>100.00</td></tr></table>	Name of the shareholder	% holding (Pre)	% holding (Post)	Aerogrid Advanced Hosting Solutions Private Limited i.e, Transferor Company*	100	-	BREP Asia III India Holding Co X Pte. Ltd.**	-	88.57	Arjun Sharma**	-	3.10	Amaraah Sharma (minor) through Arjun Sharma **	-	2.13	Neeraj Ghei jointly with Kavi Ghei **	-	2.57	Yograj Arora**	-	3.63	Total	100.00	100.00	
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Total	100.00	100.00																									
		<p><i>* includes the % holding of 6 nominees of the Transferor Company</i></p> <p><i>** shareholders of the Transferor Company whose names are recorded in the register of members as per the Record Date defined in the Scheme</i></p>																									

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