

Date: March 04, 2026

To,  
The Manager  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E),  
Mumbai- 400051.

Scrip Symbol: BEACON

**Subject: Receipt of Observation Letter with 'no adverse observations' from National Stock Exchange of India Limited in relation to the proposed Scheme of Arrangement amongst Beacon Trusteeship Limited ("Transferee Company") and Beacon Payroll & Benefits Private Limited ("Transferor Company no. 1"), Codium Techlabs Private Limited ("Transferor Company no. 2"), and Kratos Capital Advisors Private Limited ("Transferor Company no. 3") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act 2013 ("the Scheme").**

**Ref: Disclosure under Regulation 30 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations")**

Dear Sir/Madam,

We would like to inform you that the company has received Observation Letter with "No Adverse Observations" from National Stock Exchange of India Limited on March 02, 2026, in relation to the Scheme.

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**BEACON TRUSTEESHIP LIMITED**

Registered Office & Corporate Office : 5W, 5th Floor, The Metropolitan, E-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Phone : +91 95554 49955 Email : [contact@beacontrustee.co.in](mailto:contact@beacontrustee.co.in)

Website : [www.beacontrustee.co.in](http://www.beacontrustee.co.in) CIN : L74999MH2015PLC271288

Mumbai | Bengaluru | Ahmedabad | Pune | Kolkata | Chandigarh | Shimla (HP) | Patna | Delhi | Jaipur | Chennai | GIFT IFSC |  
Bhopal | Indore | Kochi | Nagpur | Bhubaneswar | Thiruvananthapuram | Lucknow | Hyderabad

The copy of the said Observation Letter is enclosed herewith. The said letter is also available at <https://beacontrustee.co.in/>

The Scheme remains subject to applicable regulatory and other approvals.

Thanking you,

Yours Faithfully,

For **BEACON TRUSTEESHIP LIMITED**

PRATAPSI  
NGH  
NATHANI

Digitally signed by  
PRATAPSINGH  
NATHANI  
Date: 2026.03.04  
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**Mr. Pratapsingh I Nathani**  
**Chairman & Managing Director**  
**DIN: 07224752**

**Encl: As above**

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Ref: NSE/LIST/51266

March 02, 2026

The Company Secretary  
Beacon Trusteeship Limited

Dear Sir /Madam,

**Sub: Observation Letter for draft Scheme of Amalgamation between Beacon Trusteeship Limited (“Transferee Company”) and Beacon Payroll & Benefits Private Limited (“Transferor Company no. 1”), Codium Techlabs Private Limited (“Transferor Company no. 2”), and Kratos Capital Advisors Private Limited (“Transferor Company no. 3”) and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act 2013.**

We are in receipt for captioned draft scheme of amalgamation filed by Beacon Trusteeship Limited.

Based on our letter reference no. NSE/LIST/51266 dated December 24, 2025, submitted to SEBI pursuant to SEBI Master Circular No - SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI vide its letter dated March 02, 2026, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure that the proposed composite Scheme of Arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- b) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against Beacon Trusteeship Limited (BTL), Beacon Payroll & Benefits Private Limited (BPBPL), Codium Techlabs Private Limited (CTPL), Kratos Capital Advisors Private Limited (KCAPL), their promoters and directors, before the Hon’ble NCLT and shareholders, while seeking approval of the scheme.*
- c) *The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the website(s) of the listed company and the stock exchanges.*
- d) *The Company shall ensure that the entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities / tribunals.*
- e) *The Company shall ensure compliance with the SEBI circulars issued from time to time.*

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- f) *The Company shall ensure that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- g) *The Company shall ensure that the financials in the scheme considered are not for period more than 6 months old.*
- h) *The Company shall ensure that the proposed equity shares, if any, to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- i) *The Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- j) *The Company shall ensure that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before the NCLT and the company is obliged to bring the observations to the notice of the NCLT.*
- k) *The Company shall ensure to prominently disclose the following, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision –*
- i. A simple explanation of the scheme of arrangement.*
  - ii. The rationale and objectives underlying the proposed scheme.*
  - iii. A detailed explanation of the impact of the scheme on shareholders, including any dilution or change in rights.*
  - iv. A cost-benefit analysis outlining the anticipated benefits versus associated costs of the scheme.*
  - v. The latest financials of BTL, BPBPL, CTPL and KCAPL, not older than 6 months from the date of Stock exchange NOC, to be hosted on the Company’s website and also disclosed in explanatory statement.*
  - vi. Promoter-wise and aggregate shareholding details of the promoter and promoter group in BTL, BPBPL, CTPL and KCAPL, before and after the scheme and the corresponding change in public shareholding.*
  - vii. Details of Registered Valuer issuing Valuation Report and the Merchant Banker issuing Fairness opinion, along with a summary of the methods considered for arriving at the Share Exchange Ratio and Rationale for adopting such methods.*
  - viii. Details of Revenue, PAT and EBIDTA of BTL, BPBPL, CTPL and KCAPL for last 3 financial years.*

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- ix. *Pre and Post scheme shareholding of BTL, BPBPL, CTPL and KCAPL as on the date of Shareholders' meeting notice along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.*
  - x. *The value of Assets and liabilities of BPBPL, CTPL and KCAPL being transferred to BTL and post-merger balance sheet of BTL.*
  - xi. *Disclose details of all pending or ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the entities involved in the scheme including their promoters/directors/KMPs and possible impact of the same on BTL.*
  - xii. *Disclosures of conditions imposed by lenders, if any, along with their potential impact on the scheme.*
- l) *The listed entity involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.*
- m) *Please note that the submission of documents/information, in accordance with the Circular to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.*

**It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.**

Please note that the submission of documents/information, in accordance with the Circular to National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by NSE. National Stock Exchange of India Limited does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 02, 2026, within which the Scheme shall be submitted to NCLT.

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Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

**The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37/59(A) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.**

Yours faithfully,  
For National Stock Exchange of India Limited

Saili Kamble  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

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