



 **Tanla Platforms Limited**  
Tanla Technology Centre,  
Madhapur, Hyderabad,  
Telangana, India - 500081  
CIN: L72200TG1995PLC021262

 +91-40-40099999  
 91-40-23122999  
 info@tanla.com  
 www.tanla.com

Date: April 24, 2025

To,

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: **532790**

**National Stock Exchange of India Ltd.**  
“Exchange Plaza”  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400 051  
Symbol: **TANLA**

Dear Sir / Madam,

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Scheme of Arrangement for Merger between Karix Mobile Private Limited (“Karix”/ “Transferee Company”), Wholly-Owned Subsidiary of the Company and Gamooga Softtech Private Limited (“Gamooga”/ “Transferor Company”), Step-down subsidiary of the Company**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that, the Board of Directors of Karix Mobile Private Limited (“Karix”/ “Transferee Company”), Wholly-Owned Subsidiary of the Company and Gamooga Softtech Private Limited (“Gamooga”/ “Transferor Company”), Step-down subsidiary of the Company at their meetings held on April 24, 2025, have approved Scheme of Arrangement for merger of Gamooga with Karix.

The said Scheme is subject to necessary statutory and regulatory approvals including the approvals of the regulatory authority(ies), the respective members and creditors of each of the companies involved in the Scheme.

The detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith.

We request you to take note of the above intimation on your record and disseminate.

Thanking you,

Yours faithfully,  
**For Tanla Platforms Limited**

**Seshanuradha Chava**  
**General Counsel and Company Secretary**  
**ACS-15519**

**Details of Scheme of Arrangement for Merger of Gamooga with Karix**

*(pursuant to SEBI (LODR) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CFD-Pod1/P/CIR//2023/123 dated July 13, 2023)*

| Particulars  | Details  |
|--|--|
| Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.           | <p><b>Name:</b> Karix Mobile Private Limited (Transferee Company)<br/> <b>Turnover:</b> ₹ 2333.87 crore as on March 31, 2025</p> <p><b>Name:</b> Gamooga Softtech Private Limited (Transferor Company)<br/> <b>Turnover:</b> ₹ 46.19 crore as on March 31, 2025</p>  |
| Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length” | <p>The transaction is not with Tanla Platforms Limited. It is a merger of its wholly owned subsidiary (Karix) with step-down subsidiary (Gamooga) of the Company, not amounting to a related party transaction as such.</p> <p>The Transferor Company and the Transferee Company belongs to the same group and as such both the Companies involved in the transaction are related parties to each other.</p> <p>However, in terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs (“MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“Act”), will not attract the requirements of Section 188 of the Act.</p>   |
| Area of business of the entity(ies)  | <p>a) <b>Karix Mobile Private Limited</b>, a company incorporated under the provisions of the Companies Act, 1956, having its registered office at Tanla Technology Centre Hi Tech City Road, Madhapur, Hyderabad, Telangana, India- 500081, is a communication technology company that provides enterprise-grade messaging and communication solutions. The company primarily focuses on helping businesses engage with their customers across various communication channels, including SMS, voice, email, and other messaging platforms.</p> <p>b) <b>Gamooga Softtech Private Limited</b>, a company incorporated under the provisions of the Companies Act, 1956, having its registered office at 4th Floor, Tanla Technology Centre, Hi-tech City Road, Madhapur, Hyderabad-500081, primarily operates in the Technology and Data Analytics sectors. It provides Marketing Automation and Customer Engagement solutions, focusing on leveraging data to improve business decision-making and customer relationships.</p> |
| Rationale for amalgamation/ merger   | <p>The proposed merger of Gamooga Softtech Private Limited with Karix Mobile Private Limited aims to consolidate business operations, streamline the group structure, and achieve operational efficiencies. It is expected to enhance organizational capability and result in cost savings and compliance efficiency.</p>  |



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|--|--|
| In case of cash consideration –amount or otherwise share exchange ratio    | There is no cash consideration involved. The Transferor Company (Gamooga) is a wholly-owned subsidiary of the Transferee Company (Karix).<br>Upon the Scheme of Merger becoming effective, all the shares of the Transferor Company held by the Transferee Company and its nominee(s) as on the effective date shall stand cancelled, without any further act or deed. |
| Brief details of change in shareholding pattern (if any) of listed entity. | There is no change in the shareholding pattern of Tanla Platforms Limited.   |