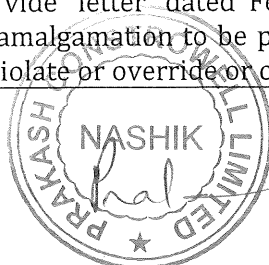


Brief particulars of the Transferee/Resulting and Transferor/Demerged Companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Prakash Constrowell Limited (PAN : AABCP3573F)	Bhumit Real Estate Private Limited (PAN : AAHCB1076D)
Date of Incorporation & details of name changes, if any	January 04, 1996 Name Change: The company converted into Public Limited company and changed from Prakash Constrowell Private Limited to it's current name.	June 6, 2015
Registered Office	The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik -422002	D 316, Neelkanth Business Park, Vidyavihar Station Road, Mumbai - 400086
Nature of Business	Predominantly engaged in business of infrastructure development and civil construction. It also undertakes projects for various government and semi-government bodies.	Main Object to carry on business of builders, developers
Name of Exchanges where securities of the company are listed	1. BSE Limited 2. National Stock Exchange of India Limited	Not Listed
Designated Stock Exchange	BSE Limited	
Brief particulars of the scheme	This Scheme provides for demerger of Demerged undertaking of Prakash Constrowell limited and vesting it in Bhumit Real Estate Private Limited as per Annexed Scheme.	
Consideration	The Scheme involves the issuance to the shareholders of Demerged Company, 1 new share in the Resulting Company for every 4 shares held in the Demerged Company	
Details regarding change in management control in listed or resulting company seeking listing if any	Pursuant to Scheme of Arrangement, There is no change in control or management of Resulting Company.	
Date of resolution passed by the Board of Director of the company approving the scheme	February 2, 2019	February 2, 2019

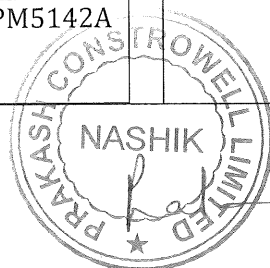


Report of Audit Committee	Audit Committee report dated February 2, 2019 has recommended the draft scheme for favorable consideration.	Not Applicable being Private Company				
Valuation Report from Independent Chartered Accountant	The share entitlement ratio has been derived based on Valuation report dated January 31, 2019 issued by BKSK Associates, Chartered Accountants recommending Swap Ratio.					
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	No separate valuation process is required for proposed scheme as per SEBI Circular dated March 10, 2017					
Exchange ratio	The Scheme involves the issuance to the shareholders of Demerged Company, 1 new share in the Resulting Company for every 4 shares held in the Demerged Company					
Fairness opinion by Merchant Banker	Aryaman Financial Services Limited, Merchant Banker, in its fairness opinion dated February 1, 2019 has opined that the share entitlement ratio as recommended by the valuer is fair.					
Shareholding pattern	Pre & Post (As there will be no change in shareholding of Demerged Company)		Resulting Company			
			Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	34458803	27.42	100000	100	8614701	27.42
Public	91219457	72.58			22804864	72.58
TOTAL	125678260	100			31419565	100
No of shareholders	15282		2		15282	
Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Complied					
Approval of shareholders through postal ballot and e-voting	Not Applicable					
Compliance with Regulation 11 of the Listing	The Company has vide letter dated February 7, 2019 confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI					

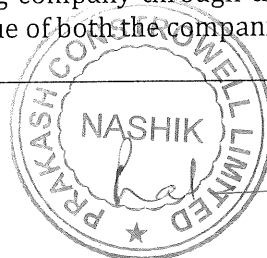


P. 2/2

Regulations	Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the rules, Regulations and guidelines under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.									
Statutory Auditor's certificate confirming the compliance of the accounting treatment as specified in Para(I)(5)(a) of the SEBI Circular	JPL and Associates, Statutory Auditors of the Company, have provided the certificate dated August 14, 2018, confirming the accounting treatment as per SEBI circular									
Compliance Report	Compliance Report as the SEBI Circular has been submitted along with the application.									
Net Worth (Rs. in crores)	Prakash Constrowell Limited	Bhumit Real Estate Private Limited								
Pre	126.042	0.002								
Post	100.834	25.208								
Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorized Capital : Rs. 30,00,00,000 consisting of 30,00,00,000 equity shares of Re. 1 each Issued, Subscribed and paid up capital: Rs. 12,56,78,260 consisting of 12,56,78,260 equity shares of Re.1 each	Authorized Capital: Rs. 3,20,00,000 consisting of 3,20,00,000 shares of Re.1 each Issued Subscribed and paid up capital: Rs. 1,00,000 consisting of 1,00,000 equity shares of Re. 1 each								
No. of shares to be issued	The Scheme involves the issuance to the shareholders of Demerged Company, 1 new share in the Resulting Company for every 4 shares held in the Demerged Company i.e. 3,14,19,565 shares of Re. 1 each.									
Cancellation of shares	NIL	Rs. 1,00,000 consisting of 1,00,000 equity shares of Re. 1 each held by Demerged Company								
Capital after the scheme (No. of equity shares as well as capital in rupees)	Rs. 12,56,78,260 consisting of 12,56,78,260 equity shares of Re.1 each	Rs. 3,14,19,565 consisting of 3,14,19,565 shares of Re. 1 each								
Fair value per shares	Rs. 1/- each	Rs. 1/- each								
Names of the Promoters (with PAN nos.)	<table border="1"> <tr> <td>PRAKASH PUSARAM LADDHA</td> <td>AAHPL3023D</td> </tr> <tr> <td>ARUNA PRAKASH LADDHA</td> <td>AAXPL0464E</td> </tr> <tr> <td>PRACHI LADDHA P</td> <td>ACFPL9114R</td> </tr> <tr> <td>RACHITA RAKESH MEHTA</td> <td>BIOPM5142A</td> </tr> </table>	PRAKASH PUSARAM LADDHA	AAHPL3023D	ARUNA PRAKASH LADDHA	AAXPL0464E	PRACHI LADDHA P	ACFPL9114R	RACHITA RAKESH MEHTA	BIOPM5142A	Prakash Constrowell Limited - AABCP3573F
PRAKASH PUSARAM LADDHA	AAHPL3023D									
ARUNA PRAKASH LADDHA	AAXPL0464E									
PRACHI LADDHA P	ACFPL9114R									
RACHITA RAKESH MEHTA	BIOPM5142A									



Names of the Board of Directors (with DIN and PAN nos.)	Name of Director	DIN	PAN	Name of Director	DIN	PAN
	Prakash P. Laddha	00126825	AAHPL3023D	Prakash P. Laddha	00126825	AAHPL3023D
	Prafulla Bhat	06604513	AMEPB0155F	Prafulla Bhat	06604513	AMEPB0155F
	Prashant Gadkari	06565104	AKQPG5006N			
	Vishal Ahuja	07427944	ATKPA0926E			
	Jyoti Rathi	07096231	AIQPR5065E			
Please specify relation among the companies involved in the scheme, if any	Holding Company			Subsidiary Company		
Rationale for the scheme	<p>RATIONALE FOR THE SCHEME OF ARRANGEMENT</p> <ul style="list-style-type: none"> Each of the varied businesses carried on by Demerged Company including Demerged Undertaking have potential for growth and profitability. The nature of risk and competition involved in these businesses is distinct from other and consequently each business or undertaking is capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which each of these businesses are required to be handled and managed. In order to enable distinct focus of investors to invest in some of the key businesses and to lend greater/enhanced focus to the operation of the said businesses, the Demerged Company proposes to re-organize and segregate by way of a demerger its Demerged Undertaking. The demerger would enable greater/enhanced focus of management in these businesses thereby facilitating the management to efficiently exploit opportunities for each of these businesses. It is believed that the proposed segregation will create enhanced value for shareholders and allow a focus strategy in operations, which would be in the best interest of all the stakeholders and the persons connected. The demerger proposed by this Scheme will enable investors to hold investments in businesses with different investment characteristics thereby enabling them to select investments which best suit their investment strategies and risk profiles. The demerger will also provide scope for independent collaboration and expansion with an intention to ensure better operational management and focus on accelerated growth of remaining undertakings. The transfer and vesting of the demerged undertaking of the demerged company to the resulting company through this scheme is with a view to unlock the economic value of both the companies. 					



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| | <ul style="list-style-type: none">• The Boards of Demerged Company as well as Resulting Company believes that this demerger will contribute to smooth integration of relevant undertakings of both the companies and would benefit the shareholders, employees and other stakeholders of the Demerged Company and the Resulting Company. With the aforesaid objectives, it is proposed to demerge the Demerged Undertaking (as defined hereinafter below) of the Demerged Company to the Resulting Company comprising of the following:<ol style="list-style-type: none">1. The Scheme involves the issuance to the shareholders of Demerged Company, 1 new share in the Resulting Company for every 4 shares held in the Demerged Company.2. As the nature of the two businesses is different and so being the inherent risk profile, the Resulting Company will have a different investor and borrowing profile as compared to the existing business of the Demerged Company. |
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h P. L. S.