



**J P L AND ASSOCIATES
CHARTERED ACCOUNTANTS**

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Harshal G. Jethale
FCA, M Com
Ashish D. Patil
ACA, B Com
Vipul D Lathi
ACA, LLM

To,
The Board of Directors,
Prakash Constrowell Limited
The Exchnage, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik - 422002

Certificate for Non-Applicability of requirement prescribed in Para (I)(A)(9)(a) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('SEBI Circular') pursuant to Para (I)(A)(9)(c) of SEBI Circular in respect of draft Scheme of Arrangement between Prakash Constrowell Limited and Bhumit Real Estate Private Limited and their respective shareholders and creditors ("the Scheme")

It is hereby certified that the proposed "Scheme of Arrangement" ("the Scheme") between Prakash Constrowell Limited ("Demerged Company" or "the Company") and Bhumit Real Estate Private Limited ("Bhumit") and their respective shareholders and creditors under section 230 to 233 of the Companies Act 2013, does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('SEBI Circular'), including the following:

- (1) We have examined the books of accounts, draft Scheme of Arrangement between Prakash Constrowell Limited and Bhumit Real Estate Private Limited and their respective shareholders and creditors under section 230 to 233 of the Companies Act, 2013 read with section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other relevant records and documents maintained by the Company in the usual course of business, for the Para (I)(A)(9)(a) of Annexure I of SEBI Circular in relation to the Scheme.
- (2) In connection with requirements as stated in Para 1 above in terms of Para (I)(A)(9)(c) of Annexure I of SEBI Circular, we have been provided relevant confirmations and undertakings by the Company. We have relied on the above undertaking and confirmations for the purpose of issuing this certificate.
- (3) The attached Undertaking and compliance with the SEBI Circular is the responsibility of the Management of the Company. Our responsibility is to provide a certificate in terms of Para (I)(A)(9)(c) of Annexure I of SEBI Circular on the said undertaking to certify whether the conditions mentioned in Para (I)(A)(9)(a) of Annexure I of SEBI Circular (in relation to e-voting by public shareholders) are applicable to the Company or not.

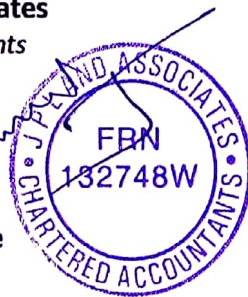


- (4) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificate for Special Purposes' and Standard of Auditing issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit test in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion of the financial statement, specified elements, accounts, or items thereof, for the purpose of the certificate. Accordingly, we do not have express such opinion. Further, our examination did not extend to any aspects of legal or proprietary in nature in the aforesaid Scheme other than matters referred to in the said certificate.
- (5) Based on our examination of the undertaking and confirmation given by the management of the Company and the scheme and according to the information and explanations given to us and specific representations received by us from the management, we certify that the conditions prescribed in Para (I)(A)(9)(a) of Annexure I of SEBI Circular (in relation to e-voting by public shareholders) are not applicable to the scheme for the reasons stated in the accompanying undertaking.

This certificate is intended solely for the purpose of submission to the Stock Exchanges in connection with the approval for the Scheme under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and should not be used for any other purpose or distributed to any other party.

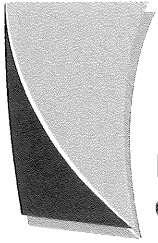
For JPL and Associates
Chartered Accountants
FRN: 132748W

CA Harshal Jethale
Partner
Membership No.: 141162



Place : Jalgaon
Date : February 4, 2019

Encl. : Undertaking as per SEBI Circular by the Management of Prakash Constrowell Limited



Undertaking in relation to Non-Applicability of requirements prescribed in Para (1)(A)(9)(a) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (SEBI Circular) in respect of Draft Scheme of Arrangement between Prakash Constrowell Limited and Bhumi Real Estate Private Limited and their respective shareholders and creditors ("the Scheme")

Prakash Constrowell Limited hereby undertakes that the requirement of Para (1)(A)(9)(a) of the SEBI Circular pertaining to e-voting by public shareholders is not applicable to the Company for the following reasons :

- 1. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or**

This clause is not applicable as upon demerger coming into effect the Resulting Company shall issue and allot equity shares at par on a proportionate basis to each member of the Demerged Company whose name is recorded in the register of members of the Demerged Company as holding equity shares on the Record Date in the ratio:

Shareholders of the Demerged Company will receive 1 (One) fully paid up equity share of Re. 1/- each of the Resulting Company for every 4 (Four) fully paid up equity share of Re. 1/- each held in the Demerged Company.

Simultaneous with the issuance of equity shares by Resulting Company to the shareholders of Demerged Company, the equity shares of the Resulting Company held by the Demerged Company and its nominee will be cancelled.

Accordingly, it is evident from above that all the shareholders of the Demerged Company would get shares in Resulting Company in proportion of their entitlement and there would be no allotment of additional shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity.

- 2. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.**

This clause is not applicable since the Proposed Scheme of Arrangement is with wholly owned subsidiary of the Company and does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

3. Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter /Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement.

This clause is not applicable as the Demerged Company (being the parent listed company) has not acquired the equity shares of the Resulting Company by paying consideration in cash or in kind in the past to any of the shareholders of the Resulting Company who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter /Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company i.e., the Demerged Company. Further, the Scheme is not for the purpose of merger of the subsidiary companies with the parent company.

In light of the above reasons, the Demerged Company is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Arrangement between the Demerged Company and the Resulting Company.

4. Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity;

The Scheme does not involve the merger of the Resulting Company into Demerged Company. Accordingly, this paragraph is not applicable.

5. Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;

The Shares of the Resulting Company will be listed with BSE Limited and National Stock Exchange of India Limited. Therefore, this paragraph is not applicable.

For Prakash Constrowell Limited

Prakash Laddha

Prakash Laddha

Director

DIN: 00126825

Place : Nashik

Date : February 2, 2019

