



BHAGYANAGAR PROPERTIES LIMITED

The Company was incorporated as Bhagyanagar Properties Limited on 25th April, 2006 under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh, Hyderabad. Later on the Company had converted itself into a Private Limited and a fresh Certificate of incorporation consequent upon change of name on conversion to Private Limited Company was issued by Registrar of Companies Andhra Pradesh, Hyderabad on 8th December, 2008. Further the Company has been converted to a Public Limited viz., Bhagyanagar Properties Limited vide CIN: U70102TG2006PLC050010 on 19th December, 2016 and a fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued by Registrar of Companies, Hyderabad.

Registered Office:

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INFORMATION MEMORANDUM FOR LISTING OF 3,19,95,000 EQUITY SHARES OF ₹ 2/- EACH ISSUED BY THE COMPANY PURSUANT TO THE SCHEME OF ARRANGEMENT.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest in the equity shares of Bhagyanagar Properties Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the shares of Bhagyanagar Properties Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

The securities have not been recommended or approved by Securities and Exchange Board of India (SEBI), nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of the investors is invited to the Section “Risk Factors” given on page 9 of this Information Memorandum.

ISSUER’S ABSOLUTE GENERAL

Bhagyanagar Properties Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to Bhagyanagar Properties Limited, which is material in the context of the issue of shares pursuant to the scheme, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of Bhagyanagar Properties Limited are proposed to be listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has submitted this Information Memorandum with BSE and NSE. The Information Memorandum would also be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).

REGISTRAR AND TRANSFER AGENT**M/s. Karvy Computershare Private Limited**

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Financial District, Nanakramguda, Hyderabad – 500 032
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SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Information Memorandum and references to any statute or regulations or policies shall include amendments thereto, from time to time:

Term	Description
“BPL” or “the Company” or “Transferee Company” or “Resulting Company” or “our Company” or “we” or “us” or “our”	Bhagyanagar Properties Limited
“Bhagyanagar India Limited” or “BIL” or “Transferor Company” or “Demerged Company”	Bhagyanagar India Limited
Real Estate Undertaking/ Real Estate Division/ Demerged Undertaking 1	Real Estate Undertaking/ Real Estate Division/ Demerged Undertaking 1 of the Transferor Company, more specifically described in the Scheme of Arrangement
Remaining Undertaking	All the businesses and activities of the Transferor Company other than the Demerged Undertaking(s), more specifically described in the Scheme of Arrangement

Conventional and General Terms

Term	Description
AGM	Annual General Meeting
Articles/ Articles of Association/ AOA	Articles of Association of BPL, as amended
Applicable Laws	Any statute, notification, bye-laws, rules, regulations, guidelines, Common law, policy code, directives, ordinance, schemes, notices, orders or instructions, laws enacted or issued or sanctioned by any appropriate authority in India including any modifications or re-enactment thereof for the time being in force.
Appointed Date	April 1, 2016
AS	Accounting Standards, as issued by the Institute of Chartered Accountants of India
Auditor	The Statutory Auditors of BPL
Board/ Board of Directors	Board of Directors of BPL
BSE	BSE Limited
Capital or Share Capital	Share Capital of BPL
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIT	Commissioner of Income Tax
Act / Companies Act	The Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, as amended
Companies Act, 2013	The Companies Act, 2013 and Rules issued thereunder
Court or High Court	Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh, as applicable, and shall include the National Company Law Tribunal, if applicable in case of Resulting Company.
CRM	Customer Relationship Management

CSR	Corporate Social Responsibility
DDT	Dividend Distribution Tax
Designated Stock Exchange ('DSE')	BSE
Depositories Act	The Depositories Act, 1996 and amendments thereto
Director(s)	Director(s) of our Company, unless otherwise specified
DP	Depository Participant
Effective Date	23 rd January, 2017
EGM	Extraordinary General Meeting
Eligible Shareholder(s)	Eligible holder(s) of Equity Shares of BIL as on the Record Date
Equity Share(s) or Share(s)	Fully paid up equity shares of BPL having a face value of ₹2 each unless otherwise specified in the context thereof
ESI Act	Employee's State Insurance Act, 1938
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FI	Financial Institutions
FII(s)	Foreign Institutional Investors registered with SEBI under applicable laws
Financial Year/Fiscal/FY	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI	Government of India
Governmental Authority	Applicable Central, State or local Government, statutory, regulatory, departmental or public body or authority of relevant jurisdiction, legislative body or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof including Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Directors, Foreign Investment Promotion Board, Reserve Bank of India, or arbitration or arbitral body having jurisdiction, Courts and other government and India in each case.
Group Companies	Group Companies namely mention on page no. 108-138 of the Information Memorandum
HR	Human Resource
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
Information Memorandum	This document filed with the Stock Exchanges known as and referred to as Information Memorandum or IM
IT Act	The Income Tax Act, 1961 and amendments thereto
ITAT	Income Tax Appellate Tribunal
JV	Joint Venture
KMP	Key Managerial Personnel
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
MOA	Memorandum of Association of BPL
MAT	Minimum Alternate Tax
MoEF	Ministry of Environment and Forest
Mn	Million
Mn Sq.ft.	Million Square Feet
N.A.	Not Applicable
NBFC	Non-Banking Finance Company
NOCs	No Objection Certificates
NR	Non Resident

NRI(s)	Non Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
Promoters	Promoters of our Company, namely mention on page no 102-107 of the Information Memorandum
Promoter Group	Unless the context requires otherwise, the entities forming part of our promoter group in accordance with SEBI ICDR Regulations
RBI	The Reserve Bank of India
Record Date	14 th March, 2017
Registrar and Share Transfer Agent	Karvy Computershare Private Limited
ROC	Registrar of Companies
Scheme or Scheme of Arrangement or Scheme of Arrangement of Demerger or Demerger Scheme or Scheme of Demerger	Scheme of Arrangement between M/s.Bhagyanagar India Limited (Demerged Company) and M/s.Surana Telecom and Power Limited (1st Resulting Company) and M/s.Bhagyanagar Properties Private Limited (2nd Resulting Company) and their respective Shareholders and Creditors, sanctioned by the Hon'ble High Court at Hyderabad for the State of Telangana and the State of Andhra Pradesh on 21.11.2016.
SCRA	Securities Contracts (Regulation) Act, 1956 and amendment thereto
SCRR	Securities Contracts Regulation (Rules), 1957
SEBI	Securities and Exchange Board of India
SEBI Act, 1992	Securities and Exchange Board of India Act, 1992 and amendments thereto
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereto
Share Certificate	The certificate in respect of the Equity Shares allotted to a folio
Stock Exchanges	BSE and NSE
TAN	Tax Deduction Account Number
TIN	Tax Information Network
Takeover Code	The SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and amendments thereto
USD	United State Dollar
VAT	Value Added Tax
w.e.f	With effect from

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Tax Benefits”, and “Financial Statements”, shall have the meanings given to such terms in these respective sections.

CURRENCY OF PRESENTATION

In this Information Memorandum all references to “Rupees” or “Rs.” or “₹” are to Indian Rupees, the legal currency of the Republic of India.

CERTAIN CONVENTIONS, USE OF MARKET DATA

Unless stated otherwise, the financial data in this Information Memorandum is derived from our financial statements. The fiscal year commences on April 1 and ends on March 31 of each year, so all references to a particular fiscal year are to the twelve month period ended March 31 of that year, unless specified otherwise.

In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All references to “India” contained in this Information Memorandum are to the Republic of India. All references to “Rupees” or “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India.

For additional definitions, please refer to the chapter titled “*Definitions and Abbreviations*” of this Information Memorandum.

Unless stated otherwise, industry data used throughout this Information Memorandum has been obtained from the published data. Such published data generally states that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness is not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Information Memorandum is reliable, it has not been independently verified.

The information included in this Information Memorandum about various other companies is based on their respective annual reports and information made available by the respective companies.

FORWARD LOOKING STATEMENTS

We have included statements in this Information Memorandum which contain words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should” “will pursue” and similar expressions or variations of such expressions, that are “forward looking statements”.

Our forward looking statements contain information regarding, among other things, our financial condition, future plans and business strategy. We have based these forward looking statements on our current expectations and projections about future events.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in India and other countries;
- Our ability to successfully implement our strategy, our growth and expansion plans;
- Delay or inability to obtain such permits, licenses or approvals or failure to otherwise comply with applicable laws, rules and regulations or changes in governmental policies or stricter or more burdensome regulations;
- Delays in the completion of our development or projects;
- Failure to maintain high levels of customer satisfaction.

For further discussion of factors that could cause our actual results to differ, see the section titled “*Risk Factors*” of this Information Memorandum. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or

losses could materially differ from those that have been estimated.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” “*Industry*” and “*Our Business*” beginning on page 154, 85 and 87 respectively of this Information Memorandum.

We do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not materialize.

SECTION II - RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Equity Shares of the Company.

Any of the following risks could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of the Equity Shares to decline, which could result in the loss of all or part of your investment. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that are currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition.

This Information Memorandum may contain forward looking statement that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward looking statements as a result of certain factors, including the considerations described below and elsewhere in this Information Memorandum. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in the Equity Shares unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

Wherever used in this section the terms “we”, “us” “our” shall mean Bhagyanagar Properties Limited, unless otherwise stated.

INTERNAL RISK FACTORS:

1. Our Company, promoters and some of our group companies are involved in certain legal proceedings.

Our Company, promoters and some of our group companies are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. If any of the cases pending are decided or determined against us, our promoter or any of our group companies, such decision may have an adverse effect on our business, results of operations and financial condition. If any of the cases filed against BIL with respect to the Real Estate Undertaking prior to the demerger are decided or determined against BIL, our Company would be required to honor the liabilities arising out these litigations, such decision may have adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “Outstanding Litigation, Defaults and Material Developments' beginning on page 156 of this Information Memorandum.

2. Our business require certain permits from government and regulatory authorities in the ordinary course of business in relation to the environment and land development and any delay or inability to obtain them in a timely manner or at all may adversely affect our business, results of operations, financial condition and prospects.

Our business model depends on our compliance with laws and regulations promulgated by central, state and local governments, which are responsible for land and development as well as obtaining requisite approvals, permissions, consents and NoCs from State Government(s), and the MoEF amongst others, and/or receiving no objections for various activities proposed to be undertaken. Moreover, we may need to apply for additional approvals in the future. Further, we may need to renew some of the approvals, which may expire, from time to time, in the ordinary course. There can be no assurance that the approvals and permits issued to us will not be suspended or revoked in the event of non-compliance or

alleged non-compliance with any term or condition thereof, or pursuant to any regulatory action. Further, if we fail to obtain or renew any applicable approvals and permits in a timely manner, our ability to undertake our businesses may be adversely impacted, which could adversely affect our results of operations and profitability.

3. *If we are unable to implement our growth strategies in a timely manner, our business and results of operations could be adversely affected.*

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy may place significant demands on our management and other resources. Our growth strategies involve risks and difficulties, many of which are beyond our control and accordingly there can be no assurance that we will be able to complete our plans on schedule or without incurring additional expenditures or at all. There can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. If we are unable to implement our business and growth strategy, this may have an adverse effect on our business, financial condition and results of operations.

4. *We may suffer uninsured losses or experience losses exceeding our insurance limits.*

Our real estate projects could suffer physical damage from fire or other causes, resulting in losses, which may not be fully compensated by insurance. In addition, there are certain types of losses, such as those due to earthquakes, floods, other natural disasters, terrorism or acts of war, which may be uninsurable or are not insurable at a reasonable premium. The proceeds of any insurance claim with respect to insurance that either we or our contractors have taken may be insufficient to cover any expenses faced by us including higher rebuilding costs as a result of inflation, changes in building regulations, environmental issues as well as other factors. Should an uninsured loss or a loss in excess of insured limits occur, we may lose the capital invested in and the anticipated revenue from the affected property. If we suffer any losses, damages and liabilities in the course of our operations and real estate development, we may not have sufficient insurance or funds to cover any such losses. We may have to bear the costs associated with any damage suffered by us in respect of these uninsured projects or uninsured events.

5. *Availability of finance.*

Availability of credit or financing is a major factor which can have a direct bearing on the performance of the Company. Tightening of credit norms by the financiers due to economic conditions can have an adverse effect on the performance of the Company.

6. *If our employees unionize, we may be subject to industrial unrest, slowdowns and increased wage costs.*

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and our business may be adversely affected.

7. *Our Company has not paid any dividends in the past in order to conserve the resources. However, the ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our Company has not paid annual dividends in the past in order to plough back the surplus. The management would put in place a distribution policy commensurate with future growth plans and

available surplus. However, the ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

- 8. *We may enter into transactions with related parties in the future. Such transactions with our related parties could potentially involve conflicts of interest and there can be no assurances that such transactions, individually or in aggregate, will not have an adverse effect on our business prospects, results of operations and financial conditions.***

We may enter into certain transactions with related parties. These transactions with related parties could potentially involve conflicts of interest. We cannot assure that we could have achieved more favorable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions individually or in aggregate, will not have an adverse effect on the business prospects, financial conditions and results of operations, including because of potential conflicts of interest or otherwise.

- 9. *We are dependent upon a few independent construction contractors and third party entities that we do not control for the development and sale of our projects, and the inability or unwillingness or such third parties to provide their services to us on a timely and cost-efficient basis may adversely affect our results of operations.***

We enter into agreements with independent construction contractors and third party entities to design, construct and sell our projects in accordance with our specifications and quality standards and under the time frames provided by us. We require the services of other third parties, including architects, engineers, and other suppliers of labour and materials. If a contractor fails to perform its obligations satisfactorily or within the prescribed time periods with regard to a project, we may be unable to develop the project within the intended timeframe, at the intended cost, or at all. If this occurs, we may be required to incur additional cost or time to develop the property, which could result in reduced profits or in some cases, significant penalties and losses. We cannot assure you that the services rendered by any of our independent construction contractors will always be satisfactory or match our requirements for quality.

- 10. *We may face stiff competition for procuring raw materials. Fluctuations and volatility in the prices of key raw materials may adversely affect the performance of the Company.***

Some of the key raw materials for real estate development industry are cement, steel, bricks, sand, wood, aluminum doors and windows, sanitary wares, etc. and are subject to volatility of price on account of various economic factors which are beyond our control. If, for any reason, our primary suppliers of raw materials should curtail or discontinue their delivery of such materials to us in the quantities we need and at prices that are competitive, our ability to meet our material requirements for our projects could be impaired, our construction schedules could be disrupted, and we may not be able to complete our projects as per schedule.

- 11. *Increase in prices of, shortages of, or delays or disruptions in the supply of building materials could harm our results of operations and financial condition.***

We procure building materials for our properties, such as steel, cement, flooring products, hardware, bitumen, sand and aggregates, doors and windows, bathroom fixtures and other interior fittings from third party suppliers. The prices and supply of such building materials depend on factors not under our control, including general economic conditions, competition, production levels, and import duties. Our ability to develop and construct properties profitably is dependent upon our ability to source adequate building supplies for use by our construction contractors. During periods of shortages in building materials, especially cement and steel, we may not be able to complete properties according to our construction schedules, at our estimated property development cost, or at all, which could harm our results of operations and financial condition. In addition, during periods where the prices of building

materials significantly increase, we may not be able to pass these price increases on to our customers, which could reduce or eliminate the profits we intend to attain with regard to our properties. Prices of certain building materials, such as cement and steel, in particular are susceptible to rapid increases.

12. We compete in our businesses with a number of real estate development companies.

We operate our businesses in an intensely competitive and highly fragmented industry with low entry barriers. We face significant competition in our business from a large number of Indian real estate developments who also operate in the same regional markets as us. The extent of the competition we face in a potential property depends on a number of factors, such as the sector, the size and type of property development, contract value and potential margins, the complexity and location of the property development, the reputations of the customer and us, and the risks relating to revenue generation. Given the fragmented nature of the real estate development industry, we often do not have adequate information about the property developments our competitors are developing and accordingly, we run the risk of underestimating supply in the market. As we seek to diversify our regional focus, we face the risk that some of our competitors, who are also engaged in real estate development, may be better known in other markets, enjoy better relationships with land-owners and international or domestic joint venture partners, may gain early access to information regarding attractive parcels of land and be better placed to acquire such land.

13. Our property developments are subject to various environmental regulations and other applicable legislation and instances of violations or non-compliance could adversely affect our properties.

We are required to conduct an environmental assessment of our properties before receiving regulatory approval for these properties. These environmental assessments may reveal material environmental problems, which could result in our not obtaining the required approvals. Further, we are also required to comply with various other regulations during the course of development of our properties. Additionally, if environmental problems are discovered during or after the development of a property, we may incur substantial liabilities relating to clean up and other remedial measures and the value of the relevant properties could be adversely affected.

14. We depend on our information technology systems in managing our construction and development process, logistics and other integral parts of our business.

Our information technology systems are important to our business. We utilise information technology systems in connection with overall project management, human resources and accounting. Any failure in our information technology systems could result in business interruption, adversely affecting our reputation and weakening of our competitive position and could have an adverse effect on our financial condition and results of operations.

15. Following the listing of our Equity Shares on the Stock Exchanges, we will continue to be controlled by our Promoter and members of our Promoter Group, and our other shareholders may not be able to affect the outcome of shareholder voting.

Upon listing of our Equity Shares on the Stock Exchanges, our Promoter and members of our Promoter Group will hold approximately of the issued and paid-up equity share capital of the Company. Our Promoter and Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our Memorandum and Articles of Association, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of control also may delay, defer or even prevent a change in control of the Company and may make some transactions more difficult or impossible without the support of these stockholders.

EXTERNAL RISK FACTORS***16. A slowdown in economic growth in India could cause our business to suffer.***

Our performance and growth are dependent on the health of the Indian economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in the Indian economy may adversely impact our business and financial performance and the price of our Shares. The Indian securities markets are smaller than securities markets in more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. These exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Shares could be adversely affected.

17. Financial instability in Indian financial markets could adversely affect our results of operations and financial condition.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in Asian emerging market countries. Financial turmoil in Asia, the United States of America, Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other markets may increase volatility in Indian financial markets and, indirectly, in the Indian economy in general.

18. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

19. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the real estate sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such

liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

20. *Any future issuance of Equity Shares may dilute the shareholding of the shareholders and sales of our Equity Shares by major shareholders may adversely affect the trading price of the Equity Shares.*

Any future equity issuances by us, may lead to the dilution of shareholding of the shareholders in our Company. Any future equity issuances by us or sales of our Equity Shares by major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

21. *Our Equity Shares have never been publicly traded and our listing on the Stock Exchanges may not result in an active or liquid market for our Equity Shares. Further, the price of our Equity Shares may be volatile.*

There has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the list of the Equity Shares. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. Further, the market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

22. *The price of our Equity Shares may be volatile.*

The trading price of our Equity Shares may fluctuate after the listing due to a variety of factors, including our results of operations, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian capital markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares.

SECTION III - INTRODUCTION**SUMMARY OF INDUSTRY**

India, the world's largest democracy having a population of an estimated 1.33 billion, as of Jan' 2017, had an estimated GDP on a purchasing power parity basis of approximately U.S \$ 8.72 trillion (2016 est.). This makes it the fourth largest economy by GDP in the world after the U.S., European Union and China. (*Source – CIA World Factbook*)

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 per cent to the country's Gross Domestic Product (GDP). In the period FY2008-2020, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 per cent. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

FDI inflow in construction development sector (including townships, housing, built-up infrastructure) during April 2000 to March 2016 has been around US\$ 24.19 billion which is about 9% of total FDI inflows (in terms of USD) from April 2000 to March 2016, according to the Department of Industrial Policy and Promotion (DIPP). The Reserve Bank of India (RBI) has notified 100 per cent Foreign Direct Investment (FDI) under Automatic Route in the Construction Development Sector. Recently, the Government has relaxed Rules for FDI in the Construction Sector by reducing minimum built-up area as well as capital requirement and liberalised the exit norms. USD 1,000 Billion investments for infrastructure sector projected in 12th five year plan (2012-17). USD 650 Billion investments in urban infrastructure estimated over next 20 years. 10% of India's GDP is based on construction activity. India's infrastructure sector is poised to grow at 7-8 percent this year following the forward looking plans and policies of the new government. The strong mandate will stimulate economic growth, positive surge by implementing desired policies, removal of barriers to foreign investment and other initiatives being taken that will boost infrastructure development. (*Source- Construction market in India*).

The Twelfth Five Year Plan lays special emphasis on development of the infrastructure sector, as the availability of quality infrastructure is important not only for sustaining high growth but also ensuring that the growth is inclusive. The total investment in the infrastructure sector during the Twelfth Five Year Plan, estimated at ₹ 56.3 lakh crore (approx. US\$1trillion), will be nearly double that made during the Eleventh Five Year Plan. (*Source – Economic Survey - <http://indiabudget.nic.in/es2012-13/echap-11.pdf>*)

The Government of India is in the process of launching a new urban development mission. This will help develop 500 cities, which include cities with a population of more than 100,000 and some cities of religious and tourist importance. These cities will be supported and encouraged to harness private capital and expertise through PPPs, to bolster their infrastructure and services in the next 10 years. 100% FDI through the automatic route is permitted in townships, housing, built-up infrastructure and construction-development projects (including, but not restricted to housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure). (*Source: Make in India website, Government of India*)

SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on 31st March of each year, so all references to a particular FY are to the twelve months ended March 31 of that year.

OVERVIEW

The Company was incorporated as Bhagyanagar Properties Limited on 25th April, 2006 under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh, Hyderabad. Later on the Company had converted itself into a Private Limited and a fresh Certificate of incorporation consequent upon change of name on conversion to Private Limited Company was issued by Registrar of Companies Andhra Pradesh, Hyderabad on 8th December, 2008. Further the Company has been converted to a Public Limited viz., Bhagyanagar Properties Limited vide CIN: U70102TG2006PLC050010 on 19th December, 2016 and a fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued by Registrar of Companies, Hyderabad.

OUR BUSINESS STRATEGY:

With the onset of demonetization in India, the Indian economy has driven ahead to digitalization. Almost every denizens in India is moving on internet. Amidst all this, E-commerce is gathering momentum, driven by explosion in internet usage. New platforms are sprouting by the day, thereby enlarging the size of the cake.

In India, e-retail is more than \$10 billion, which is less than 2 per cent of the \$600 billion retail market. As the “digital age” (the number of years since a user has been online) increases, so does the propensity to buy online. This would result in nearly 160 million users transacting online by 2020, and thus taking the overall e-retail market to \$50 billion and a boom in ecommerce business opportunity.

Factors like higher income levels and aspirations, faster telecom networks, decreased connectivity costs, increased proliferation of smart phones and digitisation of transactions, have driven phenomenal demand growth in India. This has its due effect on the real estate too.

The details of land location, address and the Area of our Ongoing Projects along with our subsidiary business as on date is summarized in the table below:

Name of the Company	Location	Address	Area
Bhagyanagar Properties Ltd	Gachibowli	Sy.No : 221(P), 222(P), 223(P), 224(P), 50, 51 & 57 of Vattinagulapally, Gopannapalli Village, Hyderabad	17.00 Acres
Scientia Infocom India Ltd (Subsidiary Company)	Gachibowli	Sy No : 224 (Part), Vattinagulapally Village, Hyderabad	7.00 Acres
Metropolitan Ventures India Ltd (Subsidiary Company)	Charlaguda	Sy No : 42 /2 Cherlaguda, Shamshabad Mandal, Hyderabad	Ac.14-31 Gts

Amidst all the above developments, Bhagyanagar Properties Limited is fortunate to have most of its land situated at prime IT centres of the city where E-commerce companies thrive most of its business for better support and competitive edge. Moreover, there is a constant rise in the demand of large ware houses and

storage units in the areas like Gachibowli, Madhapur, Kondapur where the company is having huge properties to give on rent.

Total land area available is of 38 Acres on which we are planning to construct in 12 Acres about having 5,22,200 sq ft. which will cost appx ₹ 1000/- per sq ft, in next five years which will result in constant revenue income by letting it out. Total project cost will be ₹ 52.27 crores.

Bhagyanagar Properties Limited has already commissioned a pilot project by constructing a warehouse of 30000 sq ft fetching a rental income of ₹ 25 sq ft per month and the company is having tenants like Big Basket & amazon etc.

The Company is planning to construct small warehouse in the available land to cater to the developing and sustainable e-commerce and construct business.

For the year ended 31st March, 2014, 2015 and 2016, the Company's total revenue amounted to ₹ Nil (2014 and 2015) and ₹ 3,26,250/- respectively. For the year ended 31st March, 2014, 2015 and 2016, the Company's total profit/(loss) after tax amounted to (₹ 35,548), (₹ 1,31,583) and ₹ 27,033/- respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial statements derived from our audited financial information for and as of fiscals 2016, 2015, 2014, 2013 and 2012. These financial statements have been prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the Companies Act and the SEBI ICDR Regulations and are presented in the chapter titled “*Financial Information*” on page 140 of this Information Memorandum. The summary financial statements presented below should be read in conjunction with our audited Financial Statements, the notes and annexure thereto and the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 154 of this Information Memorandum.

SUMMARY OF STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹)

Particulars	As at				
	31 st March, 2016	31 st March, 2015	31 st March, 2014	31 st March, 2013	31 st March, 2012
EQUITY AND LIABILITIES					
Shareholders’ Fund					
Share Capital	4,00,00,000	4,00,00,000	4,00,00,000	4,00,00,000	4,00,00,000
Reserves and Surplus	(25,37,360)	(25,64,393)	(24,32,810)	(23,97,262)	(19,50,794)
Non - Current Liabilities					
Long term borrowings	56,11,00,555	55,54,39,048	56,39,24,048	58,54,14,048	58,82,71,465
Current liabilities					
Trade payables	-	-	-	-	-
Other current liabilities	21,46,750	11,234	5,616	5,618	6,130
Total	60,07,09,945	59,28,85,889	60,14,96,854	62,30,22,404	62,63,26,801
ASSETS					
Non-Current assets					
Tangible assets	59,27,31,901	59,28,35,325	59,29,38,749	59,29,63,084	59,27,19,734
Capital Work in Progress	57,78,188	-	-	-	5,94,250
Long term Loans and Advances	-	-	85,00,000	3,00,00,000	3,30,00,000
Current Assets					
Trade receivables	3,26,250	-	-	-	-
Cash & Cash equivalents	18,73,605	50,563	58,104	59,320	12,817
Total	60,07,09,945	59,28,85,889	60,14,96,854	62,30,22,404	62,63,26,801

STATEMENT OF PROFIT AND LOSS

(Amount in ₹)

Particulars	For the year ended				
	31 st March, 2016	31 st March, 2015	31 st March, 2014	31 st March, 2013	31 st March, 2012
REVENUE					
Revenue from Operations	3,26,250	-	-	-	-
Other Income	-	-	-	-	-
Total Revenue	3,26,250	-	-	-	-
EXPENSES					
Finance cost	2	56	-	393	496
Depreciation and Amortization	1,03,424	1,03,424	24,335		
Other expenses	1,95,791	28,103	11,213	4,46,075	2,40,325
Less: Work- in- progress transferred	-	-	-	-	-
Total Expenses	2,99,217	131,583	35,548	4,46,468	2,40,821
Profit before Tax	27,033	(1,31,583)	(35,548)	(4,46,468)	(2,40,821)
Tax Expenses					
Current tax	-	-	-	-	-
MAT Credit Entitlement	-	-	-	-	-
Deferred Tax	-	-	-	-	-
Profit for the year after tax	27,033	(1,31,583)	(35,548)	(4,46,468)	(2,40,821)
Earning per Equity Share:					
Basic and diluted Share:	0.01	(0.03)	(0.01)	(0.11)	(0.06)

STATEMENT OF CASHFLOW STATEMENT

(Amount in ₹)

Particulars	As at				
	31 st March, 2016	31 st March, 2015	31 st March, 2014	31 st March, 2013	31 st March, 2012
[A] Cashflow from operating activities					
Profit/(Loss) for the year before taxation and exceptional items	27,033	(1,31,583)	(35,548)	(4,46,668)	(2,40,821)
Adjustments for:					
Depreciation and Amortization	1,03,424	103,424	24,335	-	-
Operating profit before working capital changes	1,30,457	(28,159)	(11,213)	(4,46,668)	(240,821)
Adjustments for:					
Trade and other receivables	(3,26,250)	-	2,15,00,000	-	-
Increase in work in progress	-	-	-	5,94,250	(165,000)
Trade payables and Other Liabilities	21,35,516	5,618	(2)	(512)	395
Cash generated from operations					

Direct taxes: Refund/(paid)	-	-	-	-	-
[A] Net cash from operating activities	19,39,723	(22,541)	2,14,88,785	1,47,070	(4,05,426)
[B] Cash flow from investing activities					
Investments	-	-	-	-	-
Purchase of fixed assets	(57,78,188)	-	-	(243,350)	
Sale of Fixed Assets	-	-	-	-	-
Long term advances	-	85,00,000	-	30,00,000	-
Interest received	-	-	-	-	-
Net cash used in investing activities [B]	(57,78,188)	85,00,000	-	27,56,650	-
[C] Cash flow from financing activities					
Procurement/(Repayment) of long/ short term borrowings	56,61,507	(84,85,000)	(2,14,90,000)	(28,57,417)	4,00,932
Finance Cost	-	-	-	-	-
Net cash flow from financial activities [C]	56,61,507	(84,85,000)	(2,14,90,000)	(28,57,417)	4,00,932
Net Increase/(Decrease) in cash and cash equivalents[A+B+ C]	18,23,042	(7,541)	(1,215)	46,503	(4,494)
Cash and cash equivalents opening	50,563	58,104	59,320	12,817	17,311
Cash and cash equivalents closing	18,73,605	50,563	58,104	59,320	12,817

GENERAL INFORMATION

The Company was incorporated as Bhagyanagar Properties Limited on 25th April, 2006 under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh, Hyderabad. Later on the Company had converted itself into a Private Limited and a fresh Certificate of incorporation consequent upon change of name on conversion to Private Limited Company was issued by Registrar of Companies Andhra Pradesh, Hyderabad on 8th December, 2008. Further the Company has been converted to a Public Limited viz., Bhagyanagar Properties Limited vide CIN: U70102TG2006PLC050010 on 19th December, 2016 and a fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued by Registrar of Companies, Hyderabad.

Registered Office of the Company:

5th Floor, Surya Towers, S.P.Road,
Secunderabad – 500003

Tel: +91-40-446655750 / 758

Fax: + 91 - 40 – 27172140

Contact Person: Shri Devendra Surana, Whole-time Director

Website: www.bhagyanagarproperties.com

Address of the Registrar of Companies:

2nd Floor, Corporate Bhawan,
GSI Post, Tattiannaram Nagole,
Bandlaguda, Hyderabad -500068, Telangana

Board of Directors:

The Board of Directors as on the date of filing the Information Memorandum:

Sr. No.	Name of the Director	Designation
1	Shri Narender Surana	Director
2	Shri Devendra Surana	Whole-time Director
3	Ms.Vinita Surana	Director
4	Shri Nagesh Boorugu	Independent Director
5	Dr.R.N.Sreenath	Independent Director
6	Shri D.Venkata Subbaiah	Independent Director

<p>Chief Financial Officer: Ms. Bhavana Dagia 5th Floor, Surya Towers, S.P.Road, Secunderabad – 500003 Tel: +91-40-446655750 Fax: + 91 - 40 - 27172140 E-mail: bhavana@surana.com Website: www.bhagyanagarproperties.com</p>	<p>Company Secretary and Compliance Officer: Mr. Rohit Jain 5th Floor, Surya Towers, S.P.Road, Secunderabad – 500003 Tel: +91-40-446655750 Fax: + 91 - 40 – 27172140 Email: cs@surana.com Website: www.bhagyanagarproperties.com</p>
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Registrar & Transfer Agents:**M/s. Karvy Computershare Private Limited**

Address: Karvy Selenium Tower B,
6th Floor Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032

E-mail: einward.ris@karvy.com

Telephone No. 040 67161526

Contact Person: Mr. P Nageswara Rao

Statutory Auditors of the Company:**M/s. Sekhar & Co.,**

Chartered Accountants

133/4, Rashtrapathi Road

Secunderabad – 500 003

Tel: 040-27533391, 27536342, 27543132**E-mail:** sekharandco.ca@gmail.com**Firm Registration Number:** 003695-S**Authority of Listing:**

The Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh, vide its order dated 21st November, 2016 approved the Scheme of Arrangement between M/s.Bhagyanagar India Limited (Demerged Company) and M/s.Surana Telecom and Power Limited (1st Resulting Company) and M/s.Bhagyanagar Properties Private Limited (2nd Resulting Company) and their respective Shareholders and Creditors. For more details relating to the Scheme, please refer to the chapter titled "*Salient Features of the Scheme*" beginning on page 41 of this Information Memorandum.

In accordance with the Scheme, the demerged undertaking stands transferred to and vested with Bhagyanagar Properties Limited w.e.f. 1st April, 2016 (the Appointed Date) pursuant to Section 391 to 394 read with Sections 78, 100 to 104 of the Companies Act, 1956. In accordance with the Scheme, the Equity Shares of the Company issued pursuant to the Scheme shall be listed and admitted to trading on BSE and NSE. Such listing and admission for trading is not automatic and is subject to fulfilment by the Company of listing criteria of BSE and NSE, and also subject to such other terms and conditions as prescribed by BSE and NSE at the time of application by the Company seeking listing.

Prohibition by SEBI:

The Company, its promoters, its promoter group, its directors, other companies promoted by the promoters or natural persons in control of the corporate promoter have not been prohibited from accessing the capital market under any order or direction passed by SEBI.

Further, any of the directors of the Company are not associated with the securities market in any manner, and SEBI has not initiated any action against any entity, which whom the directors of the Company are associated.

Eligibility Criterion:

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter III of SEBI (ICDR) Regulations, 2009 do not become applicable; However, SEBI has vide its Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 (*SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 has been rescinded*), has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Regulation 19(2)(b) of the Securities Contract (Regulations) Rules, 1957, as amended. Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues as applicable to NSE and BSE for making the said Information Memorandum available to public through websites viz. www.nseindia.com and www.bseindia.com. Our Company has made the said Information Memorandum available on its website www.bhagyanagarproperties.com. Our Company will publish an advertisement in the newspapers containing its details in line with the details required as per the above mentioned circular. The advertisement will draw specific reference to the availability of this Information Memorandum on its website.

Wilful defaulters by Reserve Bank of India:

The Company, its promoters, its promoter group, the relatives (as per the Companies Act, 2013) of promoters and other companies promoted by the promoters are not identified as wilful defaulters by Reserve Bank of India or other authorities.

General Disclaimer from the Company:

The Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of SEBI circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 or any other material issued by or at the instance of the Company and that anyone placing reliance on any other source of information would be doing so at his own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

The Capital Structure of the Company - Pre Scheme of Arrangement:

Particulars	Aggregate Nominal Value (₹)
Authorized share capital (2,50,00,000 equity shares of ₹2 each)	5,00,00,000
Issued, Subscribed and paid-up share capital (2,00,00,000 equity shares of ₹2 each)	4,00,00,000

Note: The entire subscribed and paid-up share Capital was held by the holding company viz., Bhagyanagar India Limited and its nominees. Pursuant to the Scheme becoming effective and issue of Shares by our Company, the aforesaid shares stand cancelled.

The Capital Structure of the Company- Post Scheme of Arrangement:

Particulars	Aggregate Nominal Value (₹)
Authorized share capital (3,25,00,000 equity shares of ₹2 each)	6,50,00,000
Issued, Subscribed and paid-up share capital (3,19,95,000 equity shares of ₹2 each)	6,39,90,000

NOTES TO THE CAPITAL STRUCTURE:**1. Changes in Authorised Share Capital:**

The details of changes in authorised share capital of our Company since incorporation are as follows:

Date	No. of equity shares	Face Value (₹)	Authorised Share Capital	Nature of Change
25.04.2006	50,000	10	5,00,000	On incorporation
10.08.2006	10,00,000	10	1,00,00,000	Increased the authorized capital by passing Shareholders' resolution pursuant to Section 94 of the Companies Act, 1956.
04.11.2006	50,00,000	10	5,00,00,000	Increased the authorized capital by passing Shareholders' resolution pursuant to Section 94 of the Companies Act, 1956.
23.11.2016	3,25,00,000	2	6,50,00,000	Increased the authorized capital by passing Shareholders' resolution pursuant to Section 61 of the Companies Act, 2013 pursuant to Scheme of Arrangement.

2. Details of capital built-up of the Company since inception are as follows:

Date of Allotment	No. of equity shares	Cumulative no. of equity shares	Face value (₹)	Issue Price (₹)	Cumulative Paid-up capital	Nature of Allotment/ Remarks	Consideration
27.04.2006	50,000	50,000	10	10	5,00,000	Subscribers to Memorandum of Association	Cash
19.09.2006	9,50,000	10,00,000	10	10	1,00,00,000	Preferential Allotment	Cash
09.11.2006	30,00,000	40,00,000	10	10	4,00,00,000	Preferential Allotment	Cash
23.11.2016	2,00,00,000	2,00,00,000	2	2	4,00,00,000	Sub-division of	-

						face value of Share from Rs.10 to Rs.2 each	
17.03.2017	2,00,00,000	2,00,00,000	2	2	0	Reduction of Capital	Pursuant to the Scheme
17.03.2017	3,19,95,000	3,19,95,000	2	-	6,39,90,000	Issued pursuant to Scheme of Arrangement	Pursuant to the Scheme

3. Details of Equity shares allotted to/ acquired by the Promoters of the Company, their relatives and associates, and their Directors, from the date of approval of the Scheme by the High Court till the date of submission of this Information Memorandum – Nil
4. Details of all financing arrangements whereby the Promoter Group, the Directors of our Company which is a Promoter of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing the Information Memorandum – Nil
5. Details of transfers among the Promoters during the period from date of approval of Scheme till the date of Information Memorandum – Nil
6. Details of Lock-in of shares of Promoters (Pre-Scheme) - Nil
7. Equity shares have been allotted in terms of Scheme approved under sections 391-394 of the Companies Act, 1956. Details of the Scheme have been provided at page 41 of this Information Memorandum.
8. Our Company presently does not intend or propose to alter the capital structure for a period of six months from the date of this Information Memorandum, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

9. Shareholding Pattern of our Company Pre and Post Scheme of Arrangement:

Shareholding pattern of our Company before the Scheme (Pre-Scheme)

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
								Class X	Class Y									Total
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	7	20000000	0	0	20000000	100.00	20000000	0	20000000	100.00	0	100.00	0	0.00	0	0.00	0
(B)	Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	7	20000000	0	0	20000000	100.00	20000000	0	20000000	100.00	0	100.00	0	0.00	0	0.00	0

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		6	60	0	0	60	0.00	60	0	60	0.00	0	0.00	0	0.00	0	0.00	0
	Narender Surana	AAAHN8121K	1	10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	0
	Devendra Surana	AAFHS8668M	1	10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	0
	Namrata Surana	AINPS9081N	1	10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	0
	Sunita Surana	AINPS9087L	1	10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	0
	Manish Surana	AYYPS2083H	1	10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	0
	Mitali Surana	BRGPS8847H	1	10	0	0	10	0.00	10	0	10	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		1	19999940	0	0	19999940	100.00	19999940	0	19999940	100.00	0	0.00	0	0.00	0	0.00	0
	Bhagyanagar India Limited	AAACB8963C	1	19999940	0	0	19999940	100.00	19999940	0	19999940	100.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(1)		7	20000000	0	0	20000000	100.00	20000000	0	20000000	100.00	0	0.00	0	0.00	0	0.00	0
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		7	20000000	0	0	20000000	100.00	20000000	0	20000000	100.00	0	0.00	0	0.00	0	0.00	0

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(a)	Mutual Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(f)	Financial Institutions/Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(i)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	Sub Total (B)(1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	Sub Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(3)	Non-Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(a)	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(b)	NBFCs Registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
(d)	Overseas Depositories (Holding)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0

	DRs)(Balancing figure)																		
(e)	Any Other	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	NON RESIDENT INDIAN REPATRIABLE	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	TRUSTS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	CLEARING MEMBERS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	NON RESIDENT INDIAN NON REPATRIABLE	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	BODIES CORPORATES	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	Sub Total (B)(3)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0	NA	0

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share holding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Share holding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			0

Details of the shareholders acting as persons in Concert including their Shareholding:

Name of Shareholder	Name of PAC	No of shares	Holding%
-	-	-	-
Total:		0	0

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account

No of Shareholders	No of shares
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10. Details of Shareholders holding more than one percent of the share capital of our Company (Pre-Scheme):

Name of Shareholder	No. of Equity Shares	% of Equity Share capital
Bhagyanagar India Limited	2,00,00,000	100.00
Total	2,00,00,000	100.00

** Bhagyanagar Properties Limited, a wholly owned subsidiary of Bhagyanagar India Limited holds the entire capital in its own name along with its nominees.*

11. Details of Lock-in shares of Promoters (Post-Scheme) - Nil

12. Shareholding Pattern of our Company after implementation of the Scheme (Post-Scheme) as on 17.03.2016 and as on the date of this Information Memorandum:

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total	(X)	(XI)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	26	23993678	0	0	23993678	74.99	23993678	0	23993678	74.99	0	74.99	0	0.00	0	0.00	23974241
(B)	Public	10476	8001322	0	0	8001322	25.01	8001322	0	8001322	25.01	0	25.01	0	0.00	NA	NA	7606962
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	10502	31995000	0	0	31995000	100.00	31995000	0	31995000	100.00	0	100.00	0	0.00	0	0.00	31581203

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		21	18422150	0	0	18422150	57.58	18422150	0	18422150	57.58	0	57.58	0	0.00	0	0.00	18422150
	G M SURANA	AAAHG8505N	1	178775	0	0	178775	0.56	178775	0	178775	0.56	0	0.56	0	0.00	0	0.00	178775
	NARENDER SURANA	AAAHN8121K	1	106500	0	0	106500	0.33	106500	0	106500	0.33	0	0.33	0	0.00	0	0.00	106500
	DEVENDRA SURANA	AAFHS8668M	1	67500	0	0	67500	0.21	67500	0	67500	0.21	0	0.21	0	0.00	0	0.00	67500
	G M SURANA	AAFHS8670F	1	166380	0	0	166380	0.52	166380	0	166380	0.52	0	0.52	0	0.00	0	0.00	166380
	CHAND KANWAR	AINPS9080P	1	1704949	0	0	1704949	5.33	1704949	0	1704949	5.33	0	5.33	0	0.00	0	0.00	1704949
	NAMRATA SURANA	AINPS9081N	1	1870335	0	0	1870335	5.85	1870335	0	1870335	5.85	0	5.85	0	0.00	0	0.00	1870335
	DEVENDRA SURANA	AINPS9086M	2	2281882	0	0	2281882	7.13	2281882	0	2281882	7.13	0	7.13	0	0.00	0	0.00	2281882
	SUNITA SURANA	AINPS9087L	1	1638335	0	0	1638335	5.12	1638335	0	1638335	5.12	0	5.12	0	0.00	0	0.00	1638335
	NARENDER SURANA	AINPS9088F	2	2686954	0	0	2686954	8.40	2686954	0	2686954	8.40	0	8.40	0	0.00	0	0.00	2686954
	GM SURANA	AIYPS9543C	1	1710990	0	0	1710990	5.35	1710990	0	1710990	5.35	0	5.35	0	0.00	0	0.00	1710990
	VINITA SURANA	ASLPS3237L	2	748692	0	0	748692	2.34	748692	0	748692	2.34	0	2.34	0	0.00	0	0.00	748692
	MANISH SURANA	AYYPS2083H	1	2466704	0	0	2466704	7.71	2466704	0	2466704	7.71	0	7.71	0	0.00	0	0.00	2466704

	NIVRUTHI SURANA	BKWPS4075A	1	347500	0	0	347500	1.09	347500	0	347500	1.09	0	1.09	0	0.00	0	0.00	347500
	RAHUL SURANA	BPNPS7924G	1	1404500	0	0	1404500	4.39	1404500	0	1404500	4.39	0	4.39	0	0.00	0	0.00	1404500
	SHRESHA SURANA	BQKPS8637Q	2	580613	0	0	580613	1.81	580613	0	580613	1.81	0	1.81	0	0.00	0	0.00	580613
	MITALI SURANA	BRGPS8847H	1	300000	0	0	300000	0.94	300000	0	300000	0.94	0	0.94	0	0.00	0	0.00	300000
	ADVAIT SURANA	BRHPS2505R	1	161541	0	0	161541	0.50	161541	0	161541	0.50	0	0.50	0	0.00	0	0.00	161541
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		5	5571528	0	0	5571528	17.41	5571528	0	5571528	17.41	0	17.41	0	0.00	0	0.00	5552091
	BHAGYANAGAR SECURITIES PVT LIMITED	AAACB9217D	1	81223	0	0	81223	0.25	81223	0	81223	0.25	0	0.25	0	0.00	0	0.00	81223
	SURANA INFOCOM PRIVATE LIMITED	AADCS0831M	2	4345139	0	0	4345139	13.58	4345139	0	4345139	13.58	0	13.58	0	0.00	0	0.00	4345139
	SURANA TELECOM AND POWER LIMITED	AADCS1823R	2	1145166	0	0	1145166	3.58	1145166	0	1145166	3.58	0	3.58	0	0.00	0	0.00	1125729
	Sub-Total (A)(1)		26	23993678	0	0	23993678	74.99	23993678	0	23993678	74.99	0	74.99	0	0.00	0	0.00	23974241
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		26	23993678	0	0	23993678	74.99	23993678	0	23993678	74.99	0	74.99	0	0.00	0	0.00	23974241

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Institutions																		
(a)	Mutual Funds		2	5250	0	0	5250	0.02	5250	0	5250	0.02	0	0.02	0	0.00	NA	NA	0
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(f)	Financial Institutions/Banks		3	748085	0	0	748085	2.34	748085	0	748085	2.34	0	2.34	0	0.00	NA	NA	748085
	UNITED INDIA INSURANCE COMPANY LIMITED	AAACU5552C	1	475106	0	0	475106	1.48	475106	0	475106	1.48	0	1.48	0	0.00	NA	NA	475106
(g)	Insurance Companies		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other																		
	Sub Total (B)(1)		5	753335	0	0	753335	2.35	753335	0	753335	2.35	0	2.35	0	0.00	NA	NA	748085
(2)	Central Government/State Government(s)/President of		1	88350	0	0	88350	0.28	88350	0	88350	0.28	0	0.28	0	0.00	NA	NA	88350

	India																		
	Sub Total (B)(2)		1	88350	0	0	88350	0.28	88350	0	88350	0.28	0	0.28	0	0.00	NA	NA	88350
(3)	Non-Institutions																		
(a)	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs		10147	4813124	0	0	4813124	15.04	4813124	0	4813124	15.04	0	15.04	0	0.00	NA	NA	4430757
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		5	1821044	0	0	1821044	5.69	1821044	0	1821044	5.69	0	5.69	0	0.00	NA	NA	1821044
	NARENDER M	ACQPM1094E	1	367580	0	0	367580	1.15	367580	0	367580	1.15	0	1.15	0	0.00	NA	NA	367580
	SAMBHAV MUNOTH	AOYPM7559Q	1	823000	0	0	823000	2.57	823000	0	823000	2.57	0	2.57	0	0.00	NA	NA	823000
(b)	NBFCs Registered with RBI		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other																		
	NON RESIDENT INDIAN REPATRIABLE		48	68919	0	0	68919	0.22	68919	0	68919	0.22	0	0.22	0	0.00	NA	NA	68919
	TRUSTS		2	896	0	0	896	0.00	896	0	896	0.00	0	0.00	0	0.00	NA	NA	250
	CLEARING MEMBERS		2	1592	0	0	1592	0.00	1592	0	1592	0.00	0	0.00	0	0.00	NA	NA	1592
	NON RESIDENT INDIAN NON REPATRIABLE		27	23596	0	0	23596	0.07	23596	0	23596	0.07	0	0.07	0	0.00	NA	NA	23596
	BODIES CORPORATES		239	430466	0	0	430466	1.35	430466	0	430466	1.35	0	1.35	0	0.00	NA	NA	424369
	Sub Total (B)(3)		10470	7159637	0	0	7159637	22.38	7159637	0	7159637	22.38	0	22.38	0	0.00			6770527
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		10476	8001322	0	0	8001322	25.01	8001322	0	8001322	25.01	0	25.01	0	0.00			7606962

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y									Total
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			0

Details of the shareholders acting as persons in Concert including their Shareholding:

Name of Shareholder	Name of PAC	No of shares	Holding%
-	-	-	-
Total:		0	0

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account

No of Shareholders	No of shares
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13. Details of Shareholders holding more than one percent of the share capital of our Company (Post-Scheme)

Sl.No.	Name of Shareholder	No. of Equity Shares	% of Equity Share capital
1	Surana Infocom Private Limited	3970771	12.41
2	Manish Surana	2466704	7.71
3	Devendra Surana	2085414	6.52
4	Namrata Surana	1870335	5.85
5	Narender Surana	1816237	5.68
6	Gm Surana	1710990	5.35
7	Chand Kanwar	1704949	5.33
8	Sunita Surana	1638335	5.12
9	Rahul Surana	1404500	4.39
10	Surana Telecom and Power Limited	1125729	3.52
11	Narender Surana	870717	2.72
12	Sambhav Munoth	823000	2.57
13	Vinita Surana	697362	2.18
14	United India Insurance Company Limited	475106	1.48
15	Surana Infocom Private Limited	374368	1.17
16	Narender M	367580	1.15
17	Nivruthi Surana	347500	1.09
	Total	23749597	74.23

14. List of top 10 Shareholders of our company and the number of equity shares held by them is as under:

(a) Pre-Scheme:

Sr. No.	Name of shareholder	Number of shares held	Percentage of shareholding	Interest of the shareholder
1	Bhagyanagar India Limited	2,00,00,000	100.00	Promoter
2	None	Nil	Nil	Nil
3	None	Nil	Nil	Nil
4	None	Nil	Nil	Nil
5	None	Nil	Nil	Nil
6	None	Nil	Nil	Nil
7	None	Nil	Nil	Nil
8	None	Nil	Nil	Nil
9	None	Nil	Nil	Nil
10	None	Nil	Nil	Nil

Note: The entire subscribed and paid-up share Capital was held by the holding company viz., Bhagyanagar India Limited and its nominees.

(b) As on the date of the Information Memorandum (Post-Scheme):

Sr. No.	Name of shareholder	Number of shares held	Percentage of shareholding	Interest of the shareholder
1	Surana Infocom Private Limited	3970771	12.41	Promoter Group
2	Manish Surana	2466704	7.71	Promoter Group
3	Devendra Surana	2085414	6.52	Promoter/Director
4	Namrata Surana	1870335	5.85	Promoter Group

5	Narender Surana	1816237	5.68	Promoter/Director
6	GM Surana	1710990	5.35	Promoter Group
7	Chand Kanwar	1704949	5.33	Promoter Group
8	Sunita Surana	1638335	5.12	Promoter Group
9	Rahul Surana	1404500	4.39	Promoter Group
10	Surana Telecom and Power Limited	1125729	3.52	Promoter Group

(c) As on 10 days prior to this Information Memorandum:

Sr. No.	Name of shareholder	Number of shares held	Percentage of shareholding	Interest of the shareholder
1	Surana Infocom Private Limited	3970771	12.41	Promoter Group
2	Manish Surana	2466704	7.71	Promoter Group
3	Devendra Surana	2085414	6.52	Promoter/Director
4	Namrata Surana	1870335	5.85	Promoter Group
5	Narender Surana	1816237	5.68	Promoter/Director
6	GM Surana	1710990	5.35	Promoter Group
7	Chand Kanwar	1704949	5.33	Promoter Group
8	Sunita Surana	1638335	5.12	Promoter Group
9	Rahul Surana	1404500	4.39	Promoter Group
10	Surana Telecom and Power Limited	1125729	3.52	Promoter Group

15. As on the date of filing this Information Memorandum, there are no outstanding financial instruments or any other right, which would entitle the Promoters or shareholders or any other person any option to receive Equity Shares.
16. Our Promoter, Promoter Group, Directors and their relatives and Directors of the Promoter have not financed the purchase by any other person of the Equity Shares of our Company during the period of six months immediately preceding the date of the Information Memorandum.
17. As on the date of the Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments.
18. As on the date of the Information Memorandum, the issued capital of our Company is fully paid up.
19. The Equity Shares held by the Promoter are not subject to any pledge. We do not have any Employees Stock Option Scheme or Employees Stock Purchase Scheme. The Demerged Company i.e. Bhagyanagar India Limited had 10,502 members as on the date of Information Memorandum.
20. Neither we, nor our Directors, Promoter, Promoter Group Entities have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
21. As on the date of the Information Memorandum, our company has 10,502 shareholders.
22. There shall be only one denomination for the Equity Shares of the Company, subject to applicable regulations and Company shall comply with such disclosure and accounting norms specified by SEBI, from time to time.

SECTION IV- ABOUT THE LISTING**OBJECTS AND RATIONALE OF THE SCHEME**

It has been realized by the Board of Directors of the De-merged/ Transferor Company that the Company has several commercial activities distinct and diverse from each other. In order to ensure sustainable long term growth, profitability, market share and continuous customer service it requires focused management attention, different set of skill and resources to meet competitive, regulatory environment and to mitigate to risk. With this objective in mind, it is proposed to transfer and vest the Real Estate Undertaking in the resulting/ Transferee Company. It is envisaged that the said proposal shall be in the larger interest of the shareholders, creditors and employees of the Transferor Company and help to achieve effective future growth of the Transferee Company. It is further envisaged to bring specific benefits as follows:

i) Focus on Real Estate Business: BPL has sufficient land bank to develop & thrive in the Real Estate markets. Consolidating the Real Estate division into BPL will result in higher revenues & accelerated growth as a result of increased focus in the Real estate business.

ii) Future Expansion: The Indian business scenario is getting more complex by the day, with new government regulations, newer technologies, customer preferences, increased competition, advent of new business strategies, global expansion etc. In order to meet the growing challenges, most of the business organizations are increasing their focus on their core businesses and going for backward and forward integration accordingly.

iii) Enhanced synergies arising out of consolidation: The demerger of Real Estate division comprising of loans and advances and investments in the real-estate subsidiaries of BIL into BPL will also bring about administrative efficiencies in managing operations of both the companies. Post demerger there will be synergies in respective businesses, which will result in operational efficiencies. Thus, the proposed de-merger would result in better and effective administration in management and operations, owing to creation of focused entities in the current scenario.

iv) Investor attractiveness: Often financial investors look out for sector specific companies because they have different parameters for risk and return. The return expectations of a Copper business investor are different from that of an investor in a real estate industry. The proposed demerger of the Real estate of BIL into BPL will create two entities focusing on their respective businesses, thereby addressing investor concern.

SALIENT FEATURES OF THE SCHEME

Hon'ble High Court at Hyderabad for the State of Telangana and the State of Andhra Pradesh pursuant to its order dated 21st November, 2016 sanctioned Scheme of Arrangement between M/s.Bhagyanagar India Limited (Demerged Company) and M/s.Surana Telecom and Power Limited (1st Resulting Company) and M/s.Bhagyanagar Properties Private Limited (2nd Resulting Company) and their Shareholders and Creditors.

Operation of the scheme:

- a) Real Estate undertaking of the Demerged Company is proposed to be demerged, pursuant to the applicable provisions of the Companies Act, 1956/2013, and/or any other applicable laws and be transferred to the Transferee Company for achieving the above mentioned objectives.
- b) The Transferor Company will continue its interests in the remaining undertaking as is presently being carried out but with greater focus, to the growth opportunities, and the regulatory requirements, risks, etc. specific to its business.
- c) The Transferee Company shall issue and allot shares to all the shareholders of the De-merged Company as consideration for the transfer of the said undertaking in proportion to their shareholding in Transferor Company so as to result in the mirror image of the existing shareholding pattern. As a consequence, the Transferee Company shall cease to be a wholly owned subsidiary of the Transferor Company.
- d) Various other matters consequential or otherwise integrally connected herewith, including the reorganization of the capital and cancellation of the existing share capital of the Transferee Company shall form integral part of the scheme.
- e) The demerger of the Real Estate Undertaking in accordance with this Scheme shall take effect from the Appointed Date and shall be in accordance with Section 2(19AA) of the Income tax Act, 1961.

The scheme shall be in compliance with the applicable SEBI guidelines including particularly the recent Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 (*SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 has been rescinded*) and other applicable provisions of RBI guidelines as well as FEMA Regulations.

Highlights of the Scheme and matters related thereto:

Upon the coming into effect of the Scheme i.e., 23rd January, 2017 and with effect from the Appointed Date i.e., 1st April, 2016 the Real Estate Undertaking (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Real Estate Undertaking) of the Demerged Company shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to the provisions of Sections 391 to 394 of the Act and all other applicable provisions of applicable laws, rules and regulations for the time being in force, without any further act or deed, stand transferred to and be vested in or deemed to have been transferred to or vested in, as a going concern, into the Resulting Company together with all the estates, assets, titles, interest and Employees therein, subject however, to the provisions of this Scheme in relation to Encumbrances, if any, affecting the same or any part thereof.

SCHEME OF ARRANGEMENT
(UNDER SECTIONS 391 TO 394 READ WITH SECTION 78, 100 TO 103 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956)
BETWEEN
BHAGYANAGAR INDIA LIMITED
AND
SURANA TELECOM AND POWER LIMITED
AND
BHAGYANAGAR PROPERTIES PRIVATE LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

This Scheme of Arrangement is presented pursuant to the provision of Sections 391 to 394 read with Section 78, 100 to 103 and other applicable provisions of the Companies Act, 1956 for the demerger of Solar Division / Demerged Undertaking 1 (as defined hereinafter) of Bhagyanagar India Limited ('BIL') into Surana Telecom And Power Limited ('STPL'), and demerger of Real Estate Division / Demerged Undertaking 2 (as defined hereinafter) of Bhagyanagar India Limited ('BIL') into Bhagyanagar Properties Private Limited ('BPPL') as a going concern basis.

1. INTRODUCTION AND OBJECTIVE OF THE SCHEME

1.1 INTRODUCTION

1.1.1 Bhagyanagar India Limited

(i) Bhagyanagar India Limited ("BIL") is a company incorporated under the Companies Act, 1956, having its registered office at 5th floor, Surya Towers, S.P.Road, Secunderabad, India-500 003. Bhagyanagar India Limited was incorporated on 2nd September, 1985 and its Corporate Identity No is L27201TG1985PLC12449.

(ii) Bhagyanagar India Limited is a diversified industrial conglomerate with interest in varied businesses. Bhagyanagar India Limited started primarily as a manufacturer of copper and allied products and over the time it has diversified into Real Estate, Non-conventional energy like wind and solar and over a period of time has developed the following Divisions:-

- a) Copper Division.
- b) Windmill Division
- c) Solar Division
- d) Real Estate Division

1.1.2 M/s. Surana Telecom and Power Limited

(i) M/s. Surana Telecom and Power Limited ("STPL") is a company incorporated under the Companies Act, 1956, having its registered office at 5th floor, Surya Towers, S.P.Road, Secunderabad, India-500 003, India on 14 August 1989 and its Corporate Identity No is L2320TG1989PLC010336.

(ii) STPL has been incorporated to carry on the business of manufacturing of Optic Fibre / Cable wires and aluminium wire rods etc. It is also engaged in the business of manufacturing of Solar Modules and also has Solar Power generation unit situated at Gujarat Solar Park, Charanka Village, Santalpur Taluk, Patan District, Gujarat

1.1.3 M/s. Bhagyanagar Properties Private Limited

(i) M/s. Bhagyanagar Properties Private Limited ("BPPL") (Resulting Company 2) is a company incorporated under the Companies Act, 1956, having its registered office at 5th floor, Surya Towers, S.P. Road, Secunderabad, India-500 003 on 25th April 2006 and its Corporate Identity No. is U70102TG2006PTC050010.

- (ii) BPPL has been incorporated to carry on in India or abroad the business as builders, executors, contractors, construction of building, house, apartment and to build, layout, develop, construct, build,
- (iii) erect, demolish, erect, alter, repair or do any other work in connection with any building scheme, roads, highways, buildings, bridges, flats, houses, garages, factories, shops, establishment, hotels resorts, offices, garages, warehouses or otherwise deal in all kinds of property, house, structures or other land and House property.

1.2 RATIONALE FOR THE SCHEME

The rationale of the proposed demerger of Solar division (Demerged Undertaking 1 as defined hereafter):

The Demerged Undertaking 1 comprising of solar power plant (5 MW situated at Munipally, Medak District, Telangana) and investments in equity shares of Surana Solar Limited (“SSL”) and Surana Telecom and Power Limited (“STPL”) are proposed to be transferred to STPL. Management of BIL is of the opinion that by transferring the entire Solar division to STPL shall bring in the following advantages:

- 1) **Focus on Solar Business:** STPL has placed its focus solely on Non-Conventional energy viz. Solar Power Generation, already having an installed capacity of 10 MW, Wind Power Generation, with an installed capacity of 1.25 MW, and other power generation projects in the pipeline. So BIL is of the view that by transferring Solar Division to STPL will achieve greater revenues and growth with proper focus & resources.
- 2) **Strength for future expansion:** There has been a rising awareness worldwide that renewable energy and energy efficiency are critical not only for addressing climate change, but also for creating new economic opportunities. In the recent years, advances in renewable energy technologies, global increases in capacity and rapid cost reductions have been made as the policies have been favourable. The size of renewable energy market will see further growth as the application of renewable purchase obligation expands to cover open access and capture consumers.
- 3) **Enhanced synergies arising out of consolidation:** The demerger of Solar Division of BIL into STPL will also bring about administrative efficiencies in managing operations of both the companies. Post demerger, there will be synergies in respective businesses, which will result in operational efficiencies. Thus, the proposed de-merger will result in better and effective administration in management and operations, owing to creation of focused entities.
- 4) **Investor attractiveness:** The proposed demerger will enhance the value of STPL which in turn would enhance the value of the share-holders of BIL who will become share-holders in STPL by virtue of this scheme of arrangement.

(A) The rationale of the proposed demerger of Real Estate Division (“Demerged Undertaking 2)

The Demerged Undertaking 2 comprising of Loans & Advances in the subsidiaries and Investments in BPPL, Scientia Infocom India Private Limited & Metropolitan Ventures India Private Limited are proposed to be transferred to BPPL. Management of BIL is of the opinion that by transferring the entire Real Estate division to BPPL shall bring in the following advantages:

- 1) **Focus on Real Estate Business:** BPPL has sufficient land bank to develop & thrive in the Real Estate markets. Consolidating the Real Estate division into BPPL will result in higher revenues & accelerated growth as a result of increased focus in the Real estate business.

Future Expansion: The Indian business scenario is getting more complex by the day, with new government regulations, newer technologies, customer preferences, increased competition, advent of

new business strategies, global expansion etc. In order to meet the growing challenges, most of the business organizations are increasing their focus on their core businesses and going for backward and forward integration accordingly.

- 2) **Enhanced synergies arising out of consolidation:** The demerger of Real Estate division comprising of loans and advances and investments in the real-estate subsidiaries of BIL into BPPL will also bring about administrative efficiencies in managing operations of both the companies. Post demerger there will be synergies in respective businesses, which will result in operational efficiencies. Thus, the proposed de-merger would result in better and effective administration in management and operations, owing to creation of focused entities in the current scenario.
- 3) **Investor attractiveness:** Often financial investors look out for sector specific companies because they have different parameters for risk and return. The return expectations of a Copper business investor are different from that of an investor in a real estate industry. The proposed demerger of the Real estate of BIL into BPPL will create two entities focusing on their respective businesses, thereby addressing investor concern.

1.3 PARTS OF THE SCHEME

The scheme is divided into the following parts:

- | | |
|-----------------|-----------------------------------------------------------------------|
| Part I | - deals with Definitions, Interpretations and Share Capital |
| Part II | - deals with the Demerger of Demerged Undertaking 1 of BIL into STPL. |
| Part III | - deals with Demerger of Demerged Undertaking 2 of BIL into BPPL. |
| Part IV | - deals with General Terms and Conditions |

PART I

2. DEFINITIONS, INTERPRETATIONS AND SHARE CAPITAL

2.1 DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings as mentioned herein below:

- 2.1.1 **“Act” or “the Act”** means the Companies Act, 1956, and rules made there under (to the extent applicable) and the Companies Act, 2013 (as may be notified from time to time) and the rules made there under and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force.
- 2.1.2 **“Appointed Date”** means April 1, 2016, or such other date as may be fixed by the Hon’ble High Court of Andhra Pradesh & Telangana;
- 2.1.3 **“Board of Directors” or “Board”** shall mean the Board of Directors of Demerged Company, 1st Resulting Company and 2nd Resulting Company as the case may be or any committee thereof duly constituted or any other person duly authorised by the Board for the purpose of this Scheme.
- 2.1.4 **“Demerged Company” or “BIL”** means Bhagyanagar India Limited, a company incorporated under the Companies Act, 1956, having its registered office at Surya Towers, 5th Floor, Sardar Patel Road, Secunderabad, Telangana, 500003, India.
- 2.1.5 **“Demerged Undertaking 1/ Solar Division”** shall comprise of 5 MW of Solar Power Plant of BIL along with investments in Surana Telecom and Power Limited and Surana Solar Limited of BIL/ Demerged Company and in particular includes the following:
 - (a) all assets and properties, whether movable or immovable, tangible or intangible, including all rights, title and interest in connection with the land and buildings thereon whether corporeal or incorporeal, leasehold or otherwise, plant and machinery, fixed or movable, and whether leased or otherwise, capital work in progress, other fixed assets, trademarks, brands, investments in shares, advance paid

- for purchase of shares and/ or strategic investments, inventory and work in progress relating to the Demerged Undertaking 1 of Demerged Company (as are set specifically set out in Schedule 1);
- (b) all the debts, borrowings and liabilities, including contingent liabilities, present or future, whether secured or unsecured, pertaining to the Demerged Undertaking 1;
 - (c) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), relating to the Demerged Undertaking 1.
 - (d) all permanent employees and labour engaged in the Demerged Undertaking 1;
 - (e) all earnest monies and/or security deposits in connection with or relating to the Demerged Undertaking 1;
 - (f) all records, files, papers, engineering and process information, computer programs, manuals, data catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customers credit information, customers pricing information and other records, whether in physical form or electronic form in connection with or relating to Demerged Undertaking 1.
- 2.1.6 **“Demerged Undertaking 2 / Real Estate Division”** shall comprise of all the assets and liabilities pertaining to Real Estate Division along with investments in subsidiaries namely in Scientia Infocom Private Limited and Metropolitan Ventures Private Limited of BIL and in particular includes the following:
- (g) all assets and properties, whether movable or immovable, tangible or intangible, including all rights, title and interest in connection with the land and buildings thereon whether corporeal or incorporeal, leasehold or otherwise, plant and machinery, fixed or movable, and whether leased or otherwise, capital work in progress, other fixed assets, trademarks, brands, investments in shares, advance paid for purchase of shares and/ or strategic investments, inventory and work in progress relating to the Demerged Undertaking 2 of Demerged Company (as are set specifically set out in Schedule 2);
 - (h) all the debts, borrowings and liabilities, including contingent liabilities, present or future, whether secured or unsecured if any, pertaining to the Demerged Undertaking 2;
 - (i) All statutory licenses, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements (including but not limited to contracts / agreements with vendors, customers, government etc.), all other rights (including but not limited to right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), relating to the Demerged Undertaking 2.
 - (j) all permanent employees and labour engaged in the Demerged Undertaking 2;
 - (k) all earnest monies and/or security deposits in connection with or relating to the Demerged Undertaking 2;
 - (l) all records, files, papers, engineering and process information, computer programs, manuals, data catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customers credit information, customers pricing information and other records, whether in physical form or electronic form in connection with or relating to Demerged Undertaking 2.
- 2.1.7 **“Effective Date”** means the date on which the Certified copy of the Order, issued by the Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh, sanctioning this Scheme is filed by BIL, 1st Resulting Company and 2nd Resulting Company with the Registrar of Companies, Andhra Pradesh & Telangana, Hyderabad.
- 2.1.8 **“High Court”** means the Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and shall include the National Company Law Tribunal, if applicable.
- 2.1.9 **“Record Date”** means the date to be fixed by the Board of Directors of Demerged Company for the purpose of determining the members to whom shares will be allotted by 1st Resulting Company and 2nd Resulting Company, pursuant to this Scheme.

- 2.1.10 **“Remaining Business of Demerged Company”** means all the undertakings, businesses, activities and operations of BIL other than Solar Division and Real Estate Division.
- 2.1.11 **“Scheme” or “this Scheme” or “the Scheme”** means this Scheme of Arrangement in its present form as submitted to the Hon’ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh, with such modification(s), if any, as may be imposed or directed by the High Court.
- 2.1.12 **“1st Resulting Company/ STPL”** means Surana Telecom and Power Limited, a company incorporated under the Companies Act, 1956, having its registered office at Surya Towers, 2nd Floor, Sardar Patel Road, Secunderabad, Telangana, 500003, India.
- 2.1.13 **“2nd Resulting Company / BPPL”** means Bhagyanagar Properties Private Limited, a company incorporated under the Companies Act, 1956 having its registered office at Surya Towers, 5th Floor, Sardar Patel Road, Secunderabad, Telangana - 500 003, India.

DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the High Court, shall be effective from the aforementioned Appointed Date, but shall be operative from the Effective Date.

COMPLIANCE WITH TAX LAWS

This Scheme has been drawn up to comply with the conditions relating to “Demerger” as defined under Section 2(19AA), and other relevant sections of the Income-tax Act, 1961 and accordingly all the Assets and Liabilities shall be transferred from BIL into STPL & BPPL at book values only. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. The power to make such amendments shall vest with the Board of Directors of Demerged Company, which power can be exercised anytime and shall be exercised in the best interest of the companies and their shareholders.

3.0 SHARE CAPITAL

- 3.1 The present share capital of BIL / Demerged Company is as under:

Particulars	Amount in ₹
Authorised 12,50,00,000 Equity Shares of ₹ 2/- each	25,00,00,000
Issued, subscribed and paid up 6,39,90,000 equity shares of ₹ 2/- each, fully paid up	12,79,80,000

- 3.2 The present share capital of STPL / 1st Resulting Company is as under:

Particulars	Amount in ₹
Authorised 15,00,00,000 Equity Shares of ₹ 1/- each	15,00,00,000
Issued, subscribed and paid up 10,40,22,000 equity shares of ₹1/- each, fully paid up	10,40,22,000

- 3.3. The present authorised share capital of 2nd Resulting Company / BPPL is as under:

Particulars	Amount in ₹
Authorised 50,00,000 Equity Shares of ₹ 10/- each	5,00,00,000
Issued, subscribed and paid up 40,00,000 equity shares of ₹ 10/- each, fully paid up	4,00,00,000

As on 01 April 2015, the 2nd Resulting Company is a wholly owned Subsidiary of the Demerged Company i.e. Bhagyanagar India Limited.

PART II

DEMERGER OF SOLAR DIVISION / DEMERGED UNDERTAKING 1 OF BHAGYANAGAR INDIA LIMITED (“DEMERGED COMPANY”) INTO SURANA TELECOM AND POWER LIMITED (“1ST RESULTING COMPANY”)

4. DEMERGER, TRANSFER AND VESTING OF DE-MERGED UNDERTAKING:

4.1 With effect from the Appointed Date, the entire business and Undertaking of Solar Division of the Demerged Company shall pursuant to the provisions of Sections 391 to 394 of the Act and all other applicable provisions of applicable laws, rules and regulations for the time being in force, without any further act or deed, stand transferred to and be vested in or deemed to have been transferred to or vested, as a going concern, into the 1st Resulting Company together with all the estates, assets, titles and interest pertaining to the Solar Division of Demerged Company therein, subject however, to all existing charges, liens, mortgages and encumbrances, if any, affecting the same or any part thereof. The transfer and vesting of Solar Division of the Demerged Company shall be effected as follows:-

4.1.1 All the movable assets (as specified in Schedule 1) including cash in hand of the Solar Division capable of being passed by manual delivery or by endorsement shall be physically handed over by manual delivery or endorsement and delivery, to the end and intent that the ownership and property therein passes to the 1st Resulting Company on such handing over in pursuance of the provisions of Section 394 of the Act (as an integral part of the Undertaking). Such delivery and transfer shall be made on a date to be mutually agreed upon between the respective Board of Directors of 1st Resulting Company and the Demerged Company within 30 days from the effective date.

4.1.2 In respect of any assets other than those referred to in sub-clause 4.1.1 above, the same shall without any further act, instrument, deed, matter or thing be transferred to and vested in and / or deemed to be transferred to and vested in the 1st Resulting Company on the appointed date pursuant to the provisions of Section 394 of the Act. Further, for assets including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, the following modus operandi for intimating to third parties shall, to the extent possible, be followed:

(a) The 1st Resulting Company shall give notice in such form as it may deem fit and proper to each party, debtor or deposit pertaining to Solar Division of each of the Demerged Company as the case may be, that pursuant to the Scheme coming into effect, the said debt, loan, advances, etc. be paid or made good or held on account of the 1st Resulting Company as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same stands extinguished, and that such rights to recover or realize the same shall vest in the 1st Resulting Company.

(b) The Demerged Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or depositor that pursuant to the Scheme coming into effect, the said person, debtor or depositor should pay the debt, loan or advance or make good the same or hold the same to

the account of the 1st Resulting Company and that the right of the 1st Resulting Company to recover or realise the same is in substitution of the right of the Demerged Company.

- 4.1.3 Upon the coming into effect of this Scheme, all debts, liabilities, loans and obligations incurred, duties or obligations of any kind, nature or description (including contingent liabilities) pertaining to the Solar Division of Demerged Company (as on the Appointed Date) shall, without any further act or deed, stand transferred to and vested in and be deemed to be transferred and to vested in the 1st Resulting Company to the extent that they are outstanding as on the Effective Date and on the same terms and conditions as applicable to the Demerged Company, and shall become the debts, liabilities, loans, duties and obligations of the 1st Resulting Company which shall meet, discharge and satisfy the same and further that it shall not be necessary to separately obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of any of the liabilities which have arisen in order to give effect to the provisions of this clause.
- 4.1.4 Where any of the debts, liabilities, loans and obligations incurred, duties and obligations pertaining to the Solar Division of the Demerged Company as on the Appointed Date deemed to be transferred to and vested in the 1st Resulting Company have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the 1st Resulting Company.
- 4.1.5 All debts, liabilities, loans and obligations incurred, duties and obligations pertaining to the Solar Division of the Demerged Company after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been incurred for and on behalf of the 1st Resulting Company in which the Solar Division of the Demerged Company shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also without any further act or deed, stand transferred to and vested in and be deemed to be transferred to and vested in the 1st Resulting Company and shall become the debts, liabilities, loans, duties and obligations of the 1st Resulting Company which shall meet discharge and satisfy the same. Provided however that no debts, liabilities, loans, duties and obligations pertaining to the Solar Division shall have been assumed by the Demerged Company after the Appointed Date without the prior written consent of the 1st Resulting Company otherwise than in the ordinary course of business.
- 4.1.6 The transfer and vesting of the assets pertaining to the Solar Division of the Demerged Company to and in the 1st Resulting Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same as hereinafter provided.
- 4.1.7 The existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances") or those pertaining to the Solar Division, if any created by the Demerged Company after the Appointed Date, in terms of this Scheme, over the assets comprised in the Undertaking or any part thereof transferred to the 1st Resulting Company by virtue of this Scheme, shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they related or attached prior to the Effective Date and as are transferred to the 1st Resulting Company. Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Demerged Company which shall vest in the 1st Resulting Company by virtue of arrangement and the 1st Resulting Company shall not be obliged to create any further or additional security therefore after the scheme has become effective or otherwise.
- 4.1.8 Without prejudice to the above and upon the effectiveness of this Scheme, the Demerged Company and the 1st Resulting Company shall execute any instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant Registrar of Companies and other authorities under the Act to give formal effect to the above provisions, if required.

- 4.1.9 It is expressly provided that, save as mentioned in this Scheme, no other term or condition of the liabilities transferred to the 1st Resulting Company is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 4.1.10 Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of above sub-clauses shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document.
- 4.1.11 With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies and licenses relating to premises, brands, trademarks, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Solar Division of each of the Demerged Company and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favour of the 1st Resulting Company and may be enforced fully and effectually as if, instead of the Demerged Company, the 1st Resulting Company had been a beneficiary or oblige thereto.
- 4.1.12 With effect from the Appointed Date, any and all statutory licenses, permissions, approvals and/or consents pertaining to the Solar Division held by the Demerged Company required to carry on operations shall stand vested in or deemed to be transferred to the 1st Resulting Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favour of the 1st Resulting Company. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Demerged Company shall vest in and become available to the 1st Resulting Company pursuant to the Scheme coming into effect.
- 4.1.13 The entitlement to various benefits under incentive schemes and policies in relation to the Solar Division of the Demerged Company shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the 1st Resulting Company together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include (but shall not limited to) income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs and other and incentives in relation to the Solar Division of the Demerged Company to be claimed by the 1st Resulting Company with effect from the Appointed Date as if the 1st Resulting Company was originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued compliance by the 1st Resulting Company of all the terms and conditions subject to which the benefits under such incentive schemes were made available to the Demerged Company.
- 4.1.14 Since each of the permissions, approvals, consents, sanctions, remissions (including remittance under income-tax, sales tax, value added tax, turnover tax, excise duty, service tax , customs), special reservations, sales tax remissions, holidays, incentives, concessions and other authorizations relating to the Solar Division of the Demerged Company, shall stand transferred under this Scheme to the 1st Resulting Company, the 1st Resulting Company shall file the relevant intimations, if any, for the record of the statutory authorities who shall take them on file, pursuant to the Scheme coming into effect.
- 4.1.15 It is clarified that all the taxes and duties pertaining to the Solar Division payable by the Demerged Company, from the Appointed Date onwards including all or as any refund and claims shall, for all purposes, be treated as the tax and/or duty liabilities or refunds and claims of the 1st Resulting Company. Accordingly, upon the Scheme becoming effective, the 1st Resulting Company is expressly permitted to file its respective income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs and any other return to claim refunds / credits, pursuant to the provisions of this Scheme.
- 4.1.16 With effect from the Appointed Date, the General Reserves including the balance standing to the

credit of the profit and loss account of the Demerged Company pertaining to Solar Division as on 1st April, 2016 shall become the General Reserves of the 1st Resulting Company.

5. CONTRACT, DEEDS, BONDS AND OTHER INSTRUMENTS:

- (a) Upon the coming into effect of this Scheme and subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements, Schemes, arrangements and other instruments of whatsoever nature pertaining to Solar Division to which the Demerged Company is a party or to the benefit of which the Demerged Company are or may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall remain in full force and effect against or in favour, as the case may be, of the 1st Resulting Company, and may be enforced as fully and effectually as if, instead of the Demerged Company, the 1st Resulting Company had been a party or beneficiary or obligee thereto without any further act or deed.
- (b) The 1st Resulting Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which any of the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. The 1st Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Demerged Company and to implement or carry out all formalities required on the part of the Demerged Company to give effect to the provisions of this Scheme.
- (c) Even after this Scheme becomes effective, the 1st Resulting Company shall, as its own right, be entitled to realize all monies and complete and enforce all pending contracts and transactions pertaining to the Solar Division of the Demerged Company, in so far as may be necessary, until the transfer of rights and obligations of the Demerged Company to the 1st Resulting Company under this Scheme is formally accepted by the third parties.

6. LEGAL PROCEEDINGS:

- (a) Upon the coming into effect of the Scheme, all suits, actions and proceedings pertaining to the Solar Division by or against the Demerged Company pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the 1st Resulting Company as effectually as if the same had been pending and/or arising by or against the 1st Resulting Company..
- (b) The 1st Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in sub-clause (a) above transferred into its name and to have the same continued, prosecuted and enforced by or against the 1st Resulting Company

7. TRANSFER OF INVESTMENTS OF SURANA SOLAR LTD HELD BY BIL INTO STPL

7.1.1 With effect from the Appointed Date and up to and including the date of this Scheme coming into effect:

- 1) The Shares of Surana Solar Limited held by BIL (Demerged Company) Stands transferred to STPL.
- 2) The number of Shares transferred are 11,575,892 Equity shares having face value of ₹ 5/- each.
- 3) These investments held by BIL have book value of ₹ 44,100,000 as on 31/03/2015
- 4) The value of these Investments will be recorded in STPL (1st Resulting Company) at book values.

7.1.2 TRANSFER OF INVESTMENTS OF STPL INTO STPL

7.1.2 with effect from the Appointed Date and up to and including the date of this Scheme coming into effect:

- 1) The Shares of STPL held by BIL (Demerged Company) Stands transferred to STPL.
- 2) The number of Shares transferred is 9,395,150 Equity shares having face value of ₹1/- each.
- 3) These investments held by BIL have book value of ₹15,210,914 as on 31/03/2015
- 4) The Respective shares as stated above of STPL will lead to Reduction of Share Capital as per section 66 of Companies Act, 2013 (Section 100 of 1956).

8. CONDUCT OF BUSINESS BY DEMERGED COMPANY TILL EFFECTIVE DATE:

With effect from the Appointed Date and up to the Effective Date:

- a) Demerged Company shall carry on and be deemed to have carried on its business and activities and shall hold and deal with all assets and properties and stand possessed of all rights, title, interest and authorities for and on account of and in trust for the 1st Resulting Company.
- b) Any income or profit accruing or arising to the Demerged Company and all costs, charges, expenses, losses or taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax credit, taxes withheld / paid in a foreign country, etc), arising or incurred by the Demerged Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses, as the case may be, of the 1st Resulting Company including accumulated losses & unabsorbed depreciation, if any.
- c) Demerged Company shall not utilize the profits or income, if any for the purpose of declaring or paying any dividend or for any other purpose in respect of the period from and after the Appointed Date and up to the Effective Date without the prior written consent of the 1st Resulting Company.
- d) Demerged Company shall not, without the prior written consent of the 1st Resulting Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking or any part thereof except in the usual course of business or pursuant to any pre-existing obligation undertaken by the Demerged Company prior to the Appointed Date.
- e) Demerged Company shall carry on the business with reasonable diligence and prudence, in the ordinary course of business, and the Demerged Company shall not, in any material respect, alter or expand the business, other than such alterations or expansions as have already been commenced, except with the prior written consent of the 1st Resulting Company and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its subsidiaries or group companies or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking, save and except, in each case, in the following circumstances:
 - (i) if the same is in the ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court; or
 - (ii) if the same is expressly permitted by this Scheme; or
 - (iii) if the written consent of the 1st Resulting Company, as the case may be, has been obtained.
 - (iv) Pre-existing obligations undertaken by the Demerged Company prior to the Appointed Date.
- f) Demerged Company shall not vary or alter, except in the ordinary course of its business and as may be required for reorganization, the terms and conditions of employment of any of its employees.

- g) Demerged Company shall be entitled, pending the sanction of the Scheme by the High Court, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the 1st Resulting Company may require to own and carry on the business of the Demerged Company.

With effect from the Effective Date, the 1st Resulting Company shall commence and carry on and shall be authorized to carry on the entire businesses pertaining to the Solar Division carried on by the Demerged Company.

SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the properties, liabilities and obligations pertaining to the Solar Division of the Demerged Company pursuant to this Scheme shall not affect any transactions or proceedings already completed by the Demerged Company on or before the Appointed Date to the end and intent that, the 1st Resulting Company accepts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company which shall vest in the 1st Resulting Company in terms of this Scheme as acts, deeds and things made, done and executed by and on behalf of the 1st Resulting Company.

9. DEMERGED COMPANY'S STAFF, WORKMEN AND EMPLOYEES:

- (a) All employees pertaining to the Solar Division of the Demerged Company in service on the Effective Date, shall become employees of the 1st Resulting Company on such date without any break or interruption in service and on terms and conditions as to remuneration not less favourable than those subsisting with reference to the Demerged Company as on the said date.
- (b) It is provided that so far as the Provident Fund, Gratuity Fund, or any other Special Scheme(s)/Fund(s), if any, created or existing for the benefit of the employees pertaining to the Solar Division of the Demerged Company are concerned, upon the coming into effect of this Scheme, the 1st Resulting Company shall stand substituted for the Demerged Company for all purposes whatsoever related to the administration or operation of such Schemes or Funds or in relation to the obligation to make contributions to the said Schemes/Funds in accordance with provisions of such Schemes/Funds as per the terms provided in the respective Trust Deeds, to the end and intent that all the rights, duties, powers and obligations pertaining to the Solar Division of the Demerged Company in relation to such Schemes/Funds shall become those of the 1st Resulting Company. It is clarified that the services of the employees pertaining to the Solar Division of the Demerged Company will be treated as having been continuous for the purpose of the aforesaid Schemes/Funds.

10. ISSUE OF SHARES BY THE 1ST RESULTING COMPANY

- (a) Upon the Scheme coming into effect and in consideration of the demerger of the Solar Division into 1st Resulting Company, the 1st Resulting Company without any further act or deed shall issue and allot 4 (four) equity shares of ₹1/- each for every Six (6) equity shares of ₹ 2/- each held by such members of Demerged Company/ BIL whose names are appearing in the register of members on the Record Date. Accordingly, the 1st Resulting Company shall allot 3,17,37,963 equity shares of ₹1/- each fully paid to the members of BIL (other than to the members specified in Clause 10(e) & 10(i) of this Scheme) on such proportion held by them.
- (b) In case, any members of Demerged Company holding becomes entitled to a fraction of equity in Demerged Company, shall not issue fractional share certificates to such member(s) but shall consolidate such fractions and issue consolidated equity shares to separate trustees nominated by respective company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the members of Demerged Company in the same

- proportion to their fractional entitlements.
- (c) The said new Equity Shares shall rank for voting rights and in all other respects pari- passu with the Equity Shares of the 1st Resulting Company.
 - (d) The Share Certificates in relation to the shares held by the Equity Shareholders of the Demerged Company whose names are recorded in the Register of Members of the Demerged Company on the Record Date, fixed by the Board of Directors of the 1st Resulting Company, shall be deemed to have been automatically cancelled and be of no effect on and from such Record Date, without any further act, instrument or deed.
 - (e) In so far as the equity shares of the 1st Resulting Company held by the Demerged Company are concerned, such shares would be cancelled, on the Effective Date and the capital of the 1st Resulting Company shall be reduced to that extent.
 - (f) No fractional certificates shall be issued by the 1st Resulting Company in respect of fractional entitlements, if any, to any Member of the Demerged Company. The Board of Directors of the 1st Resulting Company shall, instead consolidate all such fractional entitlements and thereupon issue and allot equity shares in lieu thereof to the Trust or a Director or an Officer of the 1st Resulting Company or such other person as the 1st Resulting Company shall appoint in this behalf who shall hold the shares in trust on behalf of the Members entitled to fractional entitlements with the express understanding that such Trust, Director(s) or Officer(s) or person shall sell the same in the market at such time or times and at such price or prices in the market and to such person or persons, as it/he/they deem fit, and pay to the 1st Resulting Company, the net sale proceeds thereof, whereupon the 1st Resulting Company shall distribute such net sale proceeds to the Members of the Demerged Company in proportion to their respective fractional entitlements.
 - (g) For the purpose as aforesaid the 1st Resulting Company shall, if and to the extent required, increase its Authorised Capital after the Scheme has been sanctioned by the High Court but before the issue and allotment of shares. It shall also, if and to the extent required, apply for and obtain the requisite approvals including that of SEBI, Reserve Bank of India and other appropriate authorities concerned for issue and allotment by the 1st Resulting Company to the members of the Demerged Company of the Equity Shares in the said reorganized share capital of the 1st Resulting Company in the ratio as aforesaid.
 - (h) The shares of the Demerged Company are presently listed on BSE and NSE. The New Equity Shares issued in terms of Clause 10(a) shall be listed and/or admitted to trading on the relevant stock exchange/s in India, where the equity shares of 1st Resulting Company are listed and/or admitted to trading as on the Effective Date.
 - (i) As STPL is a shareholder in BIL holding 22,90,331 equity shares of ₹ 2/- each. Since STPL is not permitted to issue shares to itself as per the provisions of the Act, no new shares will be issued by STPL to itself in consideration of transfer of Demerged Undertaking 1 in terms of Clause 4 of this Scheme.

11. REDUCTION IN SHARE CAPITAL OF THE 1st RESULTING COMPANY:

- a) Upon the Scheme coming in to effect on the effective date and immediately after the issuance of the equity shares of the resulting company to the shareholders of BIL as per entitlement ratio prescribed in clause 10(a) above, 93,95,150 (ninety three lakhs ninety five thousand one hundred and fifty equity shares) of the 1st Resulting company having face value of ₹ 1 (Rupee One) each held by the demerged company as on the effective date shall stand cancelled without any further act or deed on the part of the 1st Resulting company. The reduction in the share capital of the 1st Resulting company shall be

effected as an integral part of the scheme in accordance of the provisions of the sections 100 to 103 of the Act (or section 66 of the 2013 Act, if applicable) and/ or any other applicable provisions of the act without any further act or deed on the part of the 1st Resulting Company and without any approval or acknowledgement of any third party. The order of the court sanctioning the scheme shall be deemed to also be the order passed by the court under section 102 of the Act (or section 66 of the 2013 Act, if applicable) for the purpose of confirming such reduction. The aforesaid reduction would not involve either a diminution of liability in respect of the unpaid capital or payment of the paid-up share capital and the provisions of the section 101 of the 1956 Act (and section 66(1) (a) of the 2013, act in force) shall not be applicable. Notwithstanding the reduction in the equity share capital of the 1st Resulting Company, the 1st Resulting Company shall not be required to add “And Reduced” as suffix to its name.

- b) It is expressly clarified that for the purposes of this clause 11(a) of the Scheme, the consent of the share holders and the creditors of the 1st Resulting company to the Scheme shall be deemed to be sufficient for the purposes of affecting the above reorganization in the share capital of the 1st Resulting company resulting in a reduction in the equity share capital of the 1st Resulting company, and no further resolution or action under section 100 of the Act (or section 66 of the 2013 Act, if applicable) and/or any other applicable provisions of the Act would be required to be separately passed or taken.
- c) The reduction of the share capital of the 1st Resulting company as contemplated in the Clause 11 shall become effective, in accordance with the provisions of Section 103 of the 1956 Act (or Section 66(5) of the 2013 Act, if in force) and/or any other applicable provisions of the Act and rules and regulations framed there under, pursuant to the filing of the order of the court sanctioning the scheme including aforesaid capital reduction by the 1st Resulting company with the Registrar of Companies, Andhra Pradesh & Telangana, Hyderabad (RoC) and upon registration by the RoC of such order of the court and the minute approved by the court, if any, showing, with respect to the share capital of the 1st Resulting company as altered by the order, (a) the amount of share capital; (b) the number of shares into which it is to be divided; (c) the amount of each share; and (d) the amount, if any, deemed to be paid-up on each share at the date of registration of the aforesaid minute and order by the RoC. Such reduction in the share capital of the 1st Resulting company as contemplated in the Clause 11 of the Scheme shall be conditional upon this scheme becoming effective from the Effective Date. If this Scheme is, for any reason whatsoever, not sanctioning by the Court, such reduction of share capital as set out in the Clause 11 of the Scheme shall not become effective and shall be deemed to be redundant.

12. ACCOUNTING TREATMENT IN THE BOOKS OF 1ST RESULTING COMPANY & THE DEMERGED COMPANY:

- (a) All the assets, including but not limited to the fixed assets, intangibles and any other assets pertaining to the Solar Division of Demerged Company and the 1st Resulting Company, whether recorded in the books or not, shall be recorded by the 1st Resulting Company at their respective Book values, as may be determined by the Board of Directors of the 1st Resulting Company.
- (b) All the liabilities pertaining to the Solar Division of Demerged Company shall be recorded by the 1st Resulting Company at their book values recorded in the books of account of 1st Resulting Company.
- (c) In case of any differences in accounting policies between the 1st Resulting Company and the Demerged Company, the accounting policies followed by the 1st Resulting Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.

- (d) The amount of inter-company balances, amounts or other than investments made by the 1st Resulting Company in the Demerged Company appearing in the books of account of the 1st Resulting Company and the books of account of the Demerged Company shall stand cancelled without any further act or deed upon the Scheme coming into effect.
- (e) The amount of any inter-company balances / amounts or investments between the Demerged Company and the 1st Resulting Company, appearing in the books of account of the Demerged Company shall stand cancelled without any further act or deed upon the scheme coming into effect and the amount so cancelled shall not be recorded in the books of account of the 1st Resulting Company.
- (f) The difference between net assets (assets over liabilities pertaining to the Solar Division of the Demerged Company acquired and recorded by the 1st Resulting Company) and consideration determined pursuant to this scheme after making adjustment as referred in clause 12 (c) shall be credited to the General Reserve in the books of the 1st Resulting Company.
- (g) The difference between net assets (liabilities over assets pertaining to the Solar Division of the Demerged Company acquired and recorded by the 1st Resulting Company) and consideration determined pursuant to this scheme after making adjustment as referred in clause 12 (c) shall be debited to the General Reserve in the books of the 1st Resulting Company.
- (h) Notwithstanding the above, the Board of Directors or duly authorized committee of the 1st Resulting Company is authorized to account any of these balances in any manner whatsoever, as may be deemed fit.
- (i) Any matter not dealt with above shall be dealt with in accordance with the prescribed Accounting Standards issued by the Institute of Chartered Accountants of India / Central Government and applicable generally accepted accounting principles.
- (j) The transfer of the assets & liabilities of the Solar division to STPL pursuant to this scheme shall be at book values appearing in the books of accounts of BIL on appointed date.
- (k) The difference, if any, between the value of assets & liabilities transferred pursuant to this Scheme shall be set off against the General Reserve Account of BIL.
- (l) The accounts of BIL as on the appointed date shall be reconstructed in accordance with the terms of the Scheme.

13. DECLARATION OF DIVIDEND

Demerged Company and the 1st Resulting Company shall be entitled to declare and pay dividend, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date, provided that the Demerged Company shall not make any such declaration, except with the prior approval of the Board of Directors of the 1st Resulting Company.

It is clarified that the aforesaid provision in respect of declaration of dividends, whether interim or final, is an enabling provision only and shall not be deemed to confer any right on any member of any of the Demerged Company and/or the 1st Resulting Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Demerged Company and the 1st Resulting Company and subject, wherever necessary, to the approval of the shareholders of the Demerged Company and the 1st Resulting Company respectively.

PART III**DEMERGER OF REAL ESTATE DIVISION /DEMERGED UNDERTAKING 2 OF BHAGYANAGAR INDIA LIMITED (DEMERGED COMPANY”) INTO BHAGYANAGAR PROPERTIES PRIVATE LIMITED (“2ND RESULTING COMPANY”)****14. TRANSFER AND VESTING**

14.1 With effect from the Appointed Date, the entire business and Undertaking of Real Estate Division of the Demerged Company shall pursuant to the provisions of Sections 391 to 394 of the Act and all other applicable provisions of applicable laws, rules and regulations for the time being in force, without any further act or deed, stand transferred to and be vested in or deemed to have been transferred to or vested, as a going concern, into the 2nd Resulting Company together with all the estates, assets, titles and interest pertaining to the Real Estate Division of Demerged Company therein including the investments made by BPPL in its Subsidiary Companies , subject however, to all existing charges, liens, mortgages and encumbrances, if any, affecting the same or any part thereof. The transfer and vesting of Real Estate Division of the Demerged Company shall be effected as follows:-

14.1.1 All the movable assets including cash in hand of the Real Estate Division capable of being passed by manual delivery or by endorsement shall be physically handed over by manual delivery or endorsement and delivery, to the end and intent that the ownership and property therein passes to the 2nd Resulting Company on such handing over in pursuance of the provisions of Section 394 of the Act (as an integral part of the Undertaking). Such delivery and transfer shall be made on a date to be mutually agreed upon between the respective Board of Directors of 2nd Resulting Company and the Demerged Company within 30 days from the effective date.

14.1.2 In respect of any assets, other than those referred to in sub-clause 14.1.1 above, the same shall without any further act, instrument, deed, matter or thing be transferred to and vested in and / or deemed to be transferred to and vested in the 2nd Resulting Company on the appointed date pursuant to the provisions of Section 394 of the Act. Further, for assets including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or value to be received, bank balances and deposits, if any, the following modus operandi for intimating to third parties shall, to the extent possible, be followed:

(a) The 2nd Resulting Company shall give notice in such form as it may deem fit and proper to each party, debtor or deposit pertaining to Real Estate Division of each of the Demerged Company as the case may be, that pursuant to the Scheme coming into effect, the said debt, loan, advances, etc. be paid or made good or held on account of the 2nd Resulting Company as the person entitled thereto, to the end and intent that the right of the Demerged Company to recover or realise the same stands extinguished, and that such rights to recover or realize the same shall vest in the 2nd Resulting Company.

(b) The Demerged Company may, if required, give notice in such form as it may deem fit and proper to each person, debtor or deposit that pursuant to the Scheme coming into effect, the said person, debtor or deposit should pay the debt, loan or advance or make good the same or hold the same to the account of the 2nd Resulting Company and that the right of the 2nd Resulting Company to recover or realise the same is in substitution of the right of the Demerged Company.

14.1.3 Upon the coming into effect of this Scheme, all debts, liabilities, loans and obligations incurred, duties or obligations of any kind, nature or description (including contingent liabilities) pertaining to the Real Estate Division of Demerged Company (as on the Appointed Date) shall, without any further act or deed, stand transferred to and vested in and be deemed to be transferred and to vested in the

2nd Resulting Company to the extent that they are outstanding as on the Effective Date and on the same terms and conditions as applicable to the Demerged Company, and shall become the debts, liabilities, loans, duties and obligations of the 2nd Resulting Company which shall meet, discharge and satisfy the same and further that it shall not be necessary to separately obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of any of the liabilities which have arisen in order to give effect to the provisions of this clause.

- 14.1.4 Where any of the debts, liabilities, loans and obligations incurred, duties and obligations pertaining to the Real Estate Division of the Demerged Company as on the Appointed Date deemed to be transferred to and vested in the 2nd Resulting Company have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the 2nd Resulting Company.
- 14.1.5 All debts, liabilities, loans and obligations incurred, duties and obligations pertaining to the Real Estate Division of the Demerged Company after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been incurred for and on behalf of the 2nd Resulting Company in which the Real Estate Division of the Demerged Company shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also without any further act or deed, stand transferred to and vested in and be deemed to be transferred to and vested in the 2nd Resulting Company and shall become the debts, liabilities, loans, duties and obligations of the 2nd Resulting Company which shall meet discharge and satisfy the same. Provided however that no debts, liabilities, loans, duties and obligations pertaining to the Real Estate Division shall have been assumed by the Demerged Company after the Appointed Date without the prior written consent of the 2nd Resulting Company otherwise than in the ordinary course of business.
- 14.1.6 The transfer and vesting of the assets pertaining to the Real Estate Division of the Demerged Company to and in the 2nd Resulting Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same as hereinafter provided.
- 14.1.7 The existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances") or those pertaining to the Real Estate Division, if any created by the Demerged Company after the Appointed Date, in terms of this Scheme, over the assets comprised in the Undertaking or any part thereof transferred to the 2nd Resulting Company by virtue of this Scheme, shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they related or attached prior to the Effective Date and as are transferred to the 2nd Resulting Company. Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Demerged Company which shall vest in the 2nd Resulting Company by virtue of arrangement and the 2nd Resulting Company shall not be obliged to create any further or additional security therefore after the scheme has become effective or otherwise.
- 14.1.8 Without prejudice to the above and upon the effectiveness of this Scheme, the Demerged Company and the 2nd Resulting Company shall execute any instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the relevant Registrar of Companies and other authorities under the Act to give formal effect to the above provisions, if required.
- 14.1.9 It is expressly provided that, save as mentioned in this Scheme, no other term or condition of the liabilities transferred to the 2nd Resulting Company is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 14.1.10 Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of above sub-clauses shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document.

- 14.1.11 With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies and licenses relating to premises, brands, trademarks, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Real Estate Division of each of the Demerged Company and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favour of the 2nd Resulting Company and may be enforced fully and effectually as if, instead of the Demerged Company, the 2nd Resulting Company had been a beneficiary or oblige thereto.
- 14.1.12 With effect from the Appointed Date, any and all statutory licenses, permissions, approvals and/or consents pertaining to the Real Estate Division held by the Demerged Company required to carry on operations shall stand vested in or deemed to be transferred to the 2nd Resulting Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favour of the 2nd Resulting Company. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Demerged Company shall vest in and become available to the 2nd Resulting Company pursuant to the Scheme coming into effect.
- 14.1.13 The entitlement to various benefits under incentive schemes and policies in relation to the Real Estate Division of the Demerged Company shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the 2nd Resulting Company together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include (but shall not limited to) income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs and other and incentives in relation to the Real Estate Division of the Demerged Company to be claimed by the 2nd Resulting Company with effect from the Appointed Date as if the 2nd Resulting Company was originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued compliance by the 2nd Resulting Company of all the terms and conditions subject to which the benefits under such incentive schemes were made available to the Demerged Company.
- 14.1.14 Since each of the permissions, approvals, consents, sanctions, remissions (including remittance under income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs), special reservations, sales tax remissions, holidays, incentives, concessions and other authorizations relating to the Real Estate Division of the Demerged Company, shall stand transferred under this Scheme to the 2nd Resulting Company, the 2nd Resulting Company shall file the relevant intimations, if any, for the record of the statutory authorities who shall take them on file, pursuant to the Scheme coming into effect.
- 14.1.15 It is clarified that all the taxes and duties pertaining to the Real Estate Division payable by the Demerged Company, from the Appointed Date onwards including all or as any refund and claims shall, for all purposes, be treated as the tax and/or duty liabilities or refunds and claims of the 2nd Resulting Company. Accordingly, upon the Scheme becoming effective, the 2nd Resulting Company is expressly permitted to file its respective income-tax, sales tax, value added tax, turnover tax, excise duty, service tax, customs and any other return to claim refunds / credits, pursuant to the provisions of this Scheme.
- 14.1.16 with effect from the Appointed Date, the General Reserves including the balance standing to the credit of the profit and loss account of the Demerged Company pertaining to Real Estate Division as on 1st April, 2016 shall become the General Reserves of the 2nd Resulting Company.

15. CONTRACT, DEEDS, BONDS AND OTHER INSTRUMENTS:

- (a) Upon the coming into effect of this Scheme and subject to the other provisions contained in the

Scheme, all contracts, deeds, bonds, agreements, Schemes, arrangements and other instruments of whatsoever nature pertaining to Real Estate Division to which the Demerged Company is a party or to the benefit of which the Demerged Company are or may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall remain in full force and effect against or in favour, as the case may be, of the 2nd Resulting Company, and may be enforced as fully and effectually as if, instead of the Demerged Company, the 2nd Resulting Company had been a party or beneficiary or oblige thereto without any further act or deed.

- (b) The 2nd Resulting Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which any of the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. The 2nd Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Demerged Company and to implement or carry out all formalities required on the part of the Demerged Company to give effect to the provisions of this Scheme.
- (c) Even after this Scheme becomes effective, the 2nd Resulting Company shall, as its own right, be entitled to realize all monies and complete and enforce all pending contracts and transactions pertaining to the Real Estate Division of the Demerged Company, in so far as may be necessary, until the transfer of rights and obligations of the Demerged Company to the 2nd Resulting Company under this Scheme is formally accepted by the third parties.

16. LEGAL PROCEEDINGS:

- (a) Upon the coming into effect of the Scheme, all suits, actions and proceedings pertaining to the Real Estate Division by or against the Demerged Company pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the 2nd Resulting Company as effectually as if the same had been pending and/or arising by or against the 2nd Resulting Company.
- (b) The 2nd Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in sub-clause (a) above transferred into its name and to have the same continued, prosecuted and enforced by or against the 2nd Resulting Company.

17. CONDUCT OF BUSINESS BY DEMERGED COMPANY TILL EFFECTIVE DATE:

With effect from the Appointed Date and up to the Effective Date:

- (a) Demerged Company shall carry on and be deemed to have carried on its business and activities and shall hold and deal with all assets and properties and stand possessed of all rights, title, interest and authorities for and on account of and in trust for the 2nd Resulting Company.
- (b) Any income or profit accruing or arising to the Demerged Company and all costs, charges, expenses, losses or taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax credit, taxes withheld / paid in a foreign country, etc), arising or incurred by the Demerged Company shall for all purposes be treated as the income, profits, costs, charges, expenses and losses, as the case may be, of the 2nd Resulting Company including accumulated losses & unabsorbed depreciation, if any.
- (c) Demerged Company shall not utilize the profits or income, if any for the purpose of declaring or paying any dividend or for any other purpose in respect of the period from and after the Appointed Date and up to the Effective Date without the prior written consent of the 2nd Resulting Company.
- (d) Demerged Company shall not, without the prior written consent of the 2nd Resulting Company,

alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking or any part thereof except in the usual course of business or pursuant to any pre-existing obligation undertaken by the Demerged Company prior to the Appointed Date.

- (e) Demerged Company shall carry on the business with reasonable diligence and prudence, in the ordinary course of business, and the Demerged Company shall not, in any material respect, alter or expand the business, other than such alterations or expansions as have already been commenced, except with the prior written consent of the 2nd Resulting Company and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its subsidiaries or group companies or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking, save and except, in each case, in the following circumstances:
- (i) if the same is in the ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court; or
 - (ii) If the same is expressly permitted by this Scheme; or
 - (iii) If the written consent of the 2nd Resulting Company, as the case may be, has been obtained.
 - (iv) Pre-existing obligations undertaken by the Demerged Company prior to the Appointed Date.
- (f) Demerged Company shall not vary or alter, except in the ordinary course of its business and as may be required for reorganization, the terms and conditions of employment of any of its employees.
- (g) Demerged Company shall be entitled, pending the sanction of the Scheme by the High Court, to apply to the Central Government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the 2nd Resulting Company may require to own and carry on the business of the Demerged Company.

With effect from the Effective Date, the 2nd Resulting Company shall commence and carry on and shall be authorized to carry on the entire businesses pertaining to the Real Estate Division carried on by the Demerged Company.

18. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the properties, liabilities and obligations pertaining to the Real Estate Division of the Demerged Company pursuant to this Scheme shall not affect any transactions or proceedings already completed by the Demerged Company on or before the Appointed Date to the end and intent that, the 2nd Resulting Company accepts all acts, deeds and things done and executed by and/or on behalf of the Demerged Company which shall vest in the 2nd Resulting Company in terms of this Scheme as acts, deeds and things made, done and executed by and on behalf of the 2nd Resulting Company.

19. DEMERGED COMPANY'S STAFF, WORKMEN AND EMPLOYEES:

All employees pertaining to the Real Estate Division of the Demerged Company in service on the Effective Date, shall become employees of the 2nd Resulting Company on such date without any break or interruption in service and on terms and conditions as to remuneration not less favourable than those subsisting with reference to the Demerged Company as on the said date.

It is provided that so far as the Provident Fund, Gratuity Fund, or any other Special Scheme(s)/ Fund(s), if any, created or existing for the benefit of the employees pertaining to the Real Estate Division of the Demerged Company are concerned, upon the coming into effect of this Scheme, the 2nd Resulting Company shall stand substituted for the Demerged Company for all purposes whatsoever related to the administration or operation of such Schemes or Funds or in relation to the

obligation to make contributions to the said Schemes/Funds in accordance with provisions of such Schemes/Funds as per the terms provided in the respective Trust Deeds, to the end and intent that all the rights, duties, powers and obligations pertaining to the Real Estate Division of the Demerged Company in relation to such Schemes/Funds shall become those of the 2nd Resulting Company. It is clarified that the services of the employees pertaining to the Real Estate Division of the Demerged Company will be treated as having been continuous for the purpose of the aforesaid Schemes/Funds.

20. REDUCTION IN SHARE CAPITAL OF THE 2nd RESULTING COMPANY AND DEMERGED COMPANY:

- a) Upon the Scheme coming in to effect on the effective date and immediately after the issuance of the equity shares of the 2nd Resulting company to the shareholders of BIL as per entitlement ratio prescribed in clause 21(a), 40,00,000 (Forty Lakhs equity shares) of the 2nd resulting company having face value of ₹ 10 (Rupees Ten) each held by the demerged company as on the effective date shall stand cancelled without any further act or deed on the part of the 2nd resulting company. The reduction in the share capital of the 2nd resulting company shall be effected as an integral part of the scheme in accordance of the provisions of the sections 100 to 103 of the 1956 Act (or section 66 of the 2013 act, if applicable) and/ or any other applicable provisions of the act without any further act or deed on the part of the 2nd resulting company and without any approval or acknowledgement of any third party. The order of the court sanctioning the scheme shall be deemed to also be the order passed by the court under section 102 of the 1956 act (or section 66 of the 2013 Act, if applicable) for the purpose of confirming such reduction. The aforesaid reduction would not involve either a diminution of liability in respect of the unpaid capital or payment of the paid-up share capital and the provisions of the section 101 of the 1956 Act (and section 66(1) (a) of the 2013, act in force) shall not be applicable. Notwithstanding the reduction in the equity share capital of the 2nd Resulting Company, the 2nd resulting company shall not be required to add “And Reduced” as suffix to its name.
- b) It is expressly clarified that for the purposes of this clause 20(a) of the Scheme, the consent of the share holders and the creditors of the 2nd resulting company to the Scheme shall be deemed to be sufficient for the purposes of affecting the above reorganization in the share capital of the 2nd resulting company resulting in a reduction in the equity share capital of the 2nd resulting company, and no further resolution or action under section 100 of the 1956 Act (or section 66 of the 2013 Act, if applicable) and/or any other applicable provisions of the Act would be required to be separately passed or taken.
- c) The reduction of the share capital of the 2nd resulting company as contemplated in the clause 20 shall become effective, in accordance with the provisions of Section 103 of the 1956 Act (or Section 66(5) of the 2013 Act, if in force) and/or any other applicable provisions of the Act and rules and regulations framed there under, pursuant to the filing of the order of the court sanctioning the scheme including aforesaid capital reduction by the 2nd Resulting company with the Registrar of Companies, Andhra Pradesh & Telangana, Hyderabad (RoC) and upon registration by the RoC of such order of the court and the minute approved by the court, if any, showing, with respect to the share capital of the 2nd Resulting company as altered by the order, (a) the amount of share capital; (b) the number of shares into which it is to be divided; (c) the amount of each share; and (d) the amount, if any, deemed to be paid-up on each share at the date of registration of the aforesaid minute and order by the RoC. Such reduction in the share capital of the 2nd Resulting company as contemplated in the Clause 20 of the Scheme shall be conditional upon this scheme becoming effective from the Effective Date. If this Scheme is, for any reason whatsoever, not sanctioning by the Court, such reduction of share capital as set out in the Clause 20 of the Scheme shall not become effective and shall be deemed to be redundant.
- d) Upon the scheme becoming effective, the face value of each equity share of the 2nd Resulting

company shall stand reduced to ₹2/- (Rupees Two) each from ₹ 10/- (Rupees Ten) each without any further act, instrument or deed and without payment of any fees, stamp duty etc.

- e) Consequently, upon scheme becoming effective, Clause V of the memorandum of Association of 2nd resulting company (relating to authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 14, 61 and other applicable provisions of the companies Act, 2013 and 391 and 394 of the Companies Act, 1956 and other applicable provisions of the Act, and be replaced accordingly.
- f) The 2nd Resulting Company, if necessary, shall further increase its authorized capital by complying with all provisions and procedures of the Act and Rules made there under or any other law for the time being in force to an appropriate amount so as be eligible to issue shares to the shareholders of demerged company (BIL) in accordance with and in pursuance to this scheme.
- g) the aforesaid alterations in the memorandum and Articles of Association of 2nd Resulting company viz. Change in the Capital Clause, referred above, shall become operative on the scheme being effective by virtue of the fact that the Shareholders of the Demerged Company and the 2nd Resulting Company while approving the Scheme as a whole at duly convened meetings, have also resolved and accorded the relevant consents as required respectively under Sections 13, 14, 61 and other applicable provisions of the Companies Act, 2013 and 391 & 394 of the Companies Act, 1956 and other applicable provisions of the Act, and be replaced accordingly and shall not be required to pass separate resolutions as required under the Act.
 - i. Upon the Scheme coming into effect the reduction in the share premium account and reserves and surplus of the Demerged Company shall be effected as an integral part of the Scheme in accordance with the provisions of Section 78, Section 80 and Sections 100 to 103 and any other applicable provisions of the Act and the Orders of the Court sanctioning the Scheme shall be deemed to be also the Orders under Section 102 of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of the unpaid share capital or payment of paid-up share capital, and the provisions of Section 101 of the Act will not be applicable. Notwithstanding, the reduction of capital of the Demerged Company, the Demerged Company shall not be required to add “And Reduced” as suffix to its name.
 - ii Upon the Scheme coming into effect and also upon issuance of shares by the 2nd Resulting Company as per Clause 21(a) the issued, subscribed and paid up equity share capital of BIL shall be reduced from ₹12,79,80,000 divided into 6,39,90,000 equity shares of ₹ 2/- each to Rs. 6,39,90,000 divided into 3,19,95,000 equity shares of ₹ 2/- each.

Any member holding shares in BIL, in such that the member becomes entitled to a fraction of equity in BIL, the BIL shall not issue fractional share certificates to such member but shall consolidate such fractions and issue consolidated equity shares to trustee nominated by the BIL in that behalf, who shall sell such shares and distribute the net sale proceeds (after deducting of the expenses incurred) to the members entitled to the same in proportion to the fractional entitlements.

21. ISSUE OF SHARES BY THE 2ND RESULTING COMPANY

- (a) Upon the Scheme coming into effect and in consideration of the demerger of the Real Estate Division into 2nd Resulting Company, the 2nd Resulting Company without any further act or deed shall issue and allot one (1) equity share of ₹ 2/- each for every one (1) equity share of ₹ 2/- each held by such members of Demerged Company/ BIL whose names are appearing in the register of members on the Record Date. Accordingly, the 2nd Resulting Company shall allot 3,19,95,000 equity shares of ₹ 2/- each fully paid to the members of BIL on such proportion held by them.
- (b) In case, any members of Demerged Company holding becomes entitled to a fraction of equity in

- Demerged Company, shall not issue fractional share certificates to such member(s) but shall consolidate such fractions and issue consolidated equity shares to separate trustees nominated by respective company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the members of Demerged Company in the same proportion to their fractional entitlements.
- (c) The said new Equity Shares shall rank for voting rights and in all other respects pari- passu with the Equity Shares of the 2nd Resulting Company.
 - (d) The Share Certificates in relation to the shares held by the Equity Shareholders of the Demerged Company whose names are recorded in the Register of Members of the Demerged Company on the Record Date, fixed by the Board of Directors of the 2nd Resulting Company, shall be deemed to have been automatically cancelled and be of no effect on and from such Record Date, without any further act, instrument or deed.
 - (e) In so far as the equity shares of the 2nd Resulting Company held by the Demerged Company are concerned, such shares would be cancelled, on the Effective Date and the capital of the 2nd Resulting Company shall be reduced to that extent.
 - (f) No fractional certificates shall be issued by the 2nd Resulting Company in respect of fractional entitlements, if any, to any Member of the Demerged Company. The Board of Directors of the 2nd Resulting Company shall, instead consolidate all such fractional entitlements and thereupon issue and allot equity shares in lieu thereof to the Trust or a Director or an Officer of the 2nd Resulting Company or such other person as the 2nd Resulting Company shall appoint in this behalf who shall hold the shares in trust on behalf of the Members entitled to fractional entitlements with the express understanding that such Trust, Director(s) or Officer(s) or person shall sell the same in the market at such time or times and at such price or prices in the market and to such person or persons, as it/he/they deem fit, and pay to the 2nd Resulting Company, the net sale proceeds thereof, whereupon the 2nd Resulting Company shall distribute such net sale proceeds to the Members of the Demerged Company in proportion to their respective fractional entitlements.
 - (g) For the purpose as aforesaid the 2nd Resulting Company shall, if and to the extent required, increase its Authorised Capital after the Scheme has been sanctioned by the High Court but before the issue and allotment of shares. It shall also, if and to the extent required, apply for and obtain the requisite approvals including that of SEBI, Reserve Bank of India and other appropriate authorities concerned for issue and allotment by the 2nd Resulting Company to the members of the Demerged Company of the Equity Shares in the said reorganized share capital of the 2nd Resulting Company in the ratio as aforesaid.
 - (h) The shares of the Demerged Company are presently listed on BSE and NSE. The New Equity Shares issued in terms of Clause 21(a) shall be listed and/or admitted to trading on the relevant stock exchange/s in India, where the equity shares of Demerged Company are listed and/or admitted to trading as on the Effective Date.
 - (i) Upon the scheme being sanctioned by the Court U/s 394 of the Act and on its becoming effective, the shares to be allotted to the members of the Demerged company i.e. BIL by 2nd Resulting Company i.e. BPPL, shall be listed and/ or admitted to trading on the relevant Stock Exchange(s) in India, where the equity shares of BIL are listed and/ or admitted to trading as on the effective date. Accordingly, the 2nd Resulting Company shall take steps for listing simultaneously on all such Stock Exchange(s) within a reasonable period of the receipt of the final order of the High Court sanctioning the Scheme. The 2nd Resulting Company shall also apply to Securities and Exchange Board of India through Stock Exchange for seeking relaxation under Rule 19(2)(b) of Securities Contract (Regulation) Rules, 1957.

22. CONVERSION OF BPPL INTO BHAGYANAGAR PROPERTIES LIMITED (BPL):

2nd Resulting Company (BPPL) is simultaneously, giving effect in this Scheme, shall be converted to a Public Limited Company with its shares being listed on the stock exchanges where in shares of BIL are listed on the date of the Scheme. Applications and regulatory requirements regarding the same will be complied and filed with the appropriate and concerned authorities upon the Scheme being approved by SEBI.

23. ACCOUNTING TREATMENT IN THE BOOKS OF 2ND RESULTING COMPANY AND THE DEMERGED COMPANY:

- (a) All the assets, including but not limited to the fixed assets, intangibles and any other assets pertaining to the Real Estate Division of Demerged Company and the 2nd Resulting Company, whether recorded in the books or not, shall be recorded by the 2nd Resulting Company at their respective Book value, as may be determined by the Board of Directors of the 2nd Resulting Company.
- (b) All the liabilities pertaining to the Real Estate Division of Demerged Company shall be recorded by the 2nd Resulting Company at their book values recorded in the books of account of 2nd Resulting Company.
- (c) In case of any differences in accounting policies between the 2nd Resulting Company and the Demerged Company, the accounting policies followed by the 2nd Resulting Company shall prevail to ensure that the financial statements reflect the financial position on the basis of consistent accounting policies.
- (d) The amount of inter-company balances, amounts or other than investments made by the 2nd Resulting Company in the Demerged Company appearing in the books of account of the 2nd Resulting Company and the books of account of the Demerged Company shall stand cancelled without any further act or deed upon the Scheme coming into effect.
- (e) The amount of any inter-company balances, amounts or investments between the Demerged Company, appearing in the books of account of the Demerged Company shall stand cancelled without any further act or deed upon the scheme coming into effect.
- (f) The difference between net assets (assets over liabilities pertaining to the Real Estate Division of the Demerged Company acquired and recorded by the 2nd Resulting Company) and consideration determined pursuant to this scheme after making adjustment as referred in clause 23 (c) shall be credited to the General Reserve in the books of the 2nd Resulting Company.
- (g) The difference between net assets (liabilities over assets pertaining to the Real Estate Division of the Demerged Company acquired and recorded by the 2nd Resulting Company) and consideration determined pursuant to this scheme after making adjustment as referred in clause 23 (c) shall be debited to the Goodwill in the books of the 2nd Resulting Company.
- (h) The amount of General Reserve as stated in the Clause (f) above along with balance in the General Reserve appearing in the books of 2nd Resulting Company shall be regarded as Free Reserve.
- (i) Notwithstanding the above, the Board of Directors or duly authorized committee of the 2nd Resulting Company is authorized to account any of these balances in any manner whatsoever, as may be deemed fit.

- (j) Any matter not dealt with above shall be dealt with in accordance with the prescribed Accounting Standards issued by the Institute of Chartered Accountants of India / Central Government and applicable generally accepted accounting principles.
- (k) The transfer of the assets & liabilities of the Real Estate Division to BPPL pursuant to this scheme shall be at book values appearing in the books of accounts of BIL on appointed date.
- (l) The difference, if any, between the value of assets & liabilities transferred pursuant to this Scheme shall be set off against the General Reserve Account of BIL.
- (m) The accounts of BIL as on the appointed date shall be reconstructed in accordance with the terms of the Scheme.

24. DECLARATION OF DIVIDEND

- (a) Demerged Company and the 2nd Resulting Company shall be entitled to declare and pay dividend, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date, provided that the Demerged Company shall not make any such declaration, except with the prior approval of the Board of Directors of the 2nd Resulting Company.
- (b) It is clarified that the aforesaid provision in respect of declaration of dividends, whether interim or final, is an enabling provision only and shall not be deemed to confer any right on any member of any of the Demerged Company and/or the 2nd Resulting Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of the Demerged Company and the 2nd Resulting Company and subject, wherever necessary, to the approval of the shareholders of the Demerged Company and the 2nd Resulting Company respectively.

PART IV

25. LISTING AGREEMENTS AND SEBI COMPLIANCES

- a) On approval of the scheme by the Hon'ble High Court, 2nd resulting Company shall apply for listing and trading permissions of its shares to the BSE and NSE and comply with the SEBI guidelines in this regard.
- b) The Demerged Company and 1st Resulting Company being a listed companies, they shall comply with all requirements under the listing Agreement and all the statutory directives of the SEBI in so far as they relate to sanction and implementations of this Scheme.
- c) The Demerged Company and 1st Resulting Company in compliance with the Listing Agreement shall apply for approval of the BSE and NSE where the shares are listed in terms of the clause 24(f) of the Listing Agreement before approaching the High Court for the sanction of the Scheme.
- d) New equity shares allotted to the shareholders of the Demerged Company in the 2nd Resulting company pursuant to the Scheme shall remain frozen in the depositories system until listing/ trading permission is granted by the Stock Exchanges between the date of allotment of the equity shares of the 2nd Resulting company to the shareholders of the Demerged company and the date of listing of the equity shares of the 2nd Resulting company with the stock exchanges. Further, except as provided for the Clause 20 of Part III of this Scheme in relation to the reduction of the existing share capital of ₹ 4,00,00,000 (Four Crores) comprising of 40,00,000 equity shares of ₹ 10/- each held by the Demerged Company in the 2nd Resulting Company, there shall be no change in the shareholding pattern or control of the 2nd Resulting company till the listing of shares on the Stock Exchanges.

- e) The Demerged Company shall also comply with the directives of the SEBI contained in its Circular No. CIR/CFD/DIL/S/2013 dated 4 February 2013 as modified by its subsequent Circular No. CJR/CPD/01U8/2013 dated 21 may 2013.

26. GENERAL TERMS AND CONDITIONS:

- a. It is clarified that all taxes payable by the Demerged Company, relating to the transferred Undertakings, from the Appointed Date onwards including all or any refunds and claims shall, for all purposes, be treated as the tax liabilities or refunds and claims of the 1st Resulting Company and 2nd Resulting Company. Accordingly, upon the Scheme becoming effective, the 1st Resulting Company and 2nd Resulting Company are expressly permitted to revise its VAT and Sales tax returns, Excise & / CENVAT returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme, if any
- b. In accordance with the Cenvat Rules framed under the Central Excise Act, 1944, as are prevalent on the Effective Date, the unutilized credits relating to excise duties paid on inputs/ capital goods lying to the account of the Demerged Company, if any, shall be permitted to be transferred to the credit of the 1st Resulting Company and 2nd Resulting Company, as if all such unutilized credits were lying to the account of the 1st Resulting Company and 2nd Resulting Company. The 1st Resulting Company and 2nd Resulting Company shall accordingly be entitled to set off all such unutilized credits against the excise duty payable by it.
- c. Upon the coming into effect of the Scheme, all the taxes paid (including TDS) by the Demerged Company from the Appointed Date, regardless of the period to which they relate, shall be deemed to have been paid for and on behalf of and to the credit of the 1st Resulting Company and 2nd Resulting Company as effectively as if the 1st Resulting Company and 2nd Resulting Company had paid the same.
- d. All inter party transactions between the Demerged Company inter se and between the Demerged Company and the 1st Resulting Company and 2nd Resulting Company pertaining to respective undertakings as may be outstanding on the Appointed Date or which may take place subsequent to the Appointed Date and prior to the Effective Date, shall be considered as intra party transactions for all purposes from the Appointed Date. Any loans or other obligations, if any, due inter-se i.e. between the Demerged Company inter se and between the Demerged Company and the 1st Resulting Company and 2nd Resulting Company pertaining to respective undertakings as on the Appointed Date, and thereafter till the Effective Date, shall stand automatically extinguished.

27. APPLICATIONS TO HIGH COURT

- (a) Each of the Demerged Company, 1st Resulting Company and 2nd Resulting Company shall with all reasonable dispatch, make all necessary applications under Sections 391 to 394 of the said Act and other applicable provisions of the Act to the High Court seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the members and/or creditors of each of the Demerged Company, 1st Resulting Company and 2nd Resulting Company as may be directed by the High Court.
- (b) On the Scheme being agreed to by the requisite majorities of the classes of the members and/or creditors of the Demerged Company, 1st Resulting Company and 2nd Resulting Company as directed by the High Court, the Demerged Company, 1st Resulting Company and 2nd Resulting Company shall, with all reasonable dispatch, apply to the High Court for sanctioning the Composite Scheme of Arrangement under Sections 391 and 394 of the Act, and for such other order or orders, as the said High Court may deem fit for carrying this Scheme into effect.

28. MODIFICATION / AMENDMENT TO THE SCHEME

- (a) The Demerged Company, 1st Resulting Company and 2nd Resulting Company (by their respective Directors or its Committee thereof) in their full and absolute discretion may assent to any modification(s) or amendment(s) or of any conditions or limitations in this Scheme which the High Court or such other appropriate authority and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme.
- (b) Demerged Company, 1st Resulting Company and 2nd Resulting Company (by their respective Directors or its Committee thereof) are hereby authorized to give assent to any modification(s) or amendment(s) in the Scheme which may be considered necessary or desirable for any reason whatsoever and without prejudice to the generality of the foregoing, any modification to the Scheme involving withdrawal of any of the parties to the Scheme at any time and for any reason whatsoever, the implementation of the Scheme shall not get adversely affected as a result of acceptance of any such modification by the Board of Directors or its Committee thereof of the Demerged Company or by the Board of Directors or its Committee thereof of the 1st Resulting Company and 2nd Resulting Company, who are hereby authorised to take such steps and to do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions whether by reason of any orders of the High Court or of any directive or orders of any other authorities or otherwise howsoever
- (c) Arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith. The Board of Directors of Demerged Company hereby expressly authorise the Board of Directors of the 1st Resulting Company and 2nd Resulting Company for the aforesaid purpose.

29. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS

This Scheme is and shall be conditional upon and subject to the approval by the requisite majorities of the shareholders and creditors of the Demerged Company and the shareholders and creditors of the 1st Resulting Company and 2nd Resulting Company.

The Scheme being approved by the High Court, whether with any modifications or amendments as the High Court may deem fit or otherwise.

The sanction or approval of all persons or authorities concerned under any law or statute of the Central Government, Stock Exchanges, or any other Agency, Department or Authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.

Requisite approvals of RBI being obtained if necessary under the provisions of FEMA, 1999 for issue of equity shares of 1st Resulting Company and 2nd Resulting Company to the non-resident shareholders of the Demerged Company.

The approval of public shareholders of Demerged Company and 1st Resulting Company through postal ballot and e- voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, and such resolution shall be acted upon only if the votes cast by public shareholders in favour of the scheme are more than the number of votes cast by public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

The certified or authenticated copies of the Orders of the High Court being filed with the Registrar of

Companies of Andhra Pradesh and Telangana at Hyderabad under Section 391 to 394 and other applicable provisions of the Act. The Requisite resolutions under the applicable provisions of the said Act passed by the shareholders of the 1st Resulting Company and 2nd Resulting Company for any of the matters provided for or relating to the Scheme as may be necessary or desirable.

30. **EXPENSES CONNECTED WITH THE SCHEME AND INCIDENTAL TO THE COMPLETION OF THE ARRANGEMENT**

All costs, charges and expenses of the Demerged Company and 1st Resulting Company and 2nd Resulting Company in relation to or in connection with the Scheme and of carrying out and completing the terms and provisions of the Scheme and/or incidental to the completion of Arrangement between Demerged Company, 1st Resulting Company and 2nd Resulting Company in pursuance of the Scheme shall be borne by the respective companies.

SCHEDULE I

(This Schedule forms an Integral Part of the composite scheme of arrangement between Bhagyanagar India Limited and Surana Telecom and Power Limited and Bhagyanagar Properties Private Limited and their Respective Shareholders and Creditors)

(SOLAR DIVISION)

Particulars	Amount (₹ in Lakhs)
Non-Current Assets	
Fixed Assets	2552.11
Investments	593.11
Long Term Loans & Advances	4.39
Current Assets	
Investments	
Inventories	-
Trade Receivables	191.11
Cash & Cash equivalents	11.59
Short Term Loans & Advances	0.16
Other Current Assets	0.60
Non-Current Liabilities	
Long Term Borrowings	913.71
Deferred Tax Liabilities	-
Current Liabilities	
Short term Borrowings	-
Trade Payables	23.09
Other Current Liabilities	0.71
Short Term Provisions	-

SCHEDULE II

(This Schedule forms an Integral Part of the composite scheme of arrangement between Bhagyanagar India Limited and Surana Telecom and Power Limited and Bhagyanagar Properties Private Limited and their Respective Shareholders and Creditors)

(REAL ESTATE DIVISION)

Particulars	Amount (₹ in Lakhs)
Non-Current Assets	
Fixed Assets	-
Investments	760.50
Long Term Loans & Advances	8795.60
Current Assets	
Investments	
Inventories	-
Trade Receivables	-
Cash & Cash equivalents	-
Short Term Loans & Advances	-
Other Current Assets	-
Non-Current Liabilities	
Long Term Borrowings	-
Deferred Tax Liabilities	-
Current Liabilities	
Short term Borrowings	-
Trade Payables	-
Other Current Liabilities	-
Short Term Provisions	-

STATEMENT OF TAX BENEFITS

To
The Board of Directors
Bhagyanagar Properties Limited
Hyderabad

Dear Sirs,

Re: Note on possible Direct Tax benefits

We hereby enclose a Note (refer annexure) that states the possible general tax benefits available to Bhagyanagar Properties Limited (the “Company”) and its shareholders under the current tax laws in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.

The benefits discussed in the annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We do not express any opinion or provide any assurance whether:

- a. the Company or its shareholders will continue to obtain these benefits in future; or
- b. the conditions prescribed for availing the benefits have been or would be met with.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated by you. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to Bhagyanagar Properties Limited for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct.

This note has been prepared solely in connection with the proposed listing of Equity shares by the Company under the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the Offering).

We hereby agree to this Note to be included in any offering document prepared in connection with the Offering and including references to us with respect to the note and no additional consent will be required for any such reference or reproduction.

For SHEKHAR & CO.
CHARTERED ACCOUNTANTS
Sd/-
K.C.Devdas
Partner
M.No.014966

Secunderabad
Date: 10.03.2017

NOTE ON POSSIBLE TAX BENEFITS AVAILABLE TO BHAGYANAGAR PROPERTIES LIMITED AND TO ITS SHAREHOLDERS**UNDER THE INCOME TAX ACT, 1961 (the IT Act)**

Bhagyanagar Properties Limited (herein referred to as 'BPL' or 'the Company') is Indian Company subject to tax in India. The company is taxed on its profits. Profits are computed after allowing all reasonable business expenditure including depreciation. Considering the activities and the business of BPL, the following benefits may be available.

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

There are no special tax benefits available to the Company except the following:-

II. GENERAL TAX BENEFITS AVAILABLE TO THE COMPANY

As per the existing provisions of the Income Tax Act, 1961 ("the Act") and other laws as applicable for the time being in force, the following tax benefits and deductions are and will, inter-alia be available to M/s. Bhagyanagar properties Limited ("the Company") and its shareholders. These benefits are available to all companies or to the shareholders of any Company, after fulfilling certain conditions as required in the respective Act.

BENEFITS TO THE COMPANY:**I. Deductions/exemptions/benefits available while computing business income:****1.1 Depreciation**

Under section 32 of the Act, the company is entitled to claim depreciation subject to the specified conditions and at the prescribed rates on assets used for the purposes of business. As per Sec 32 (1) (ia), In case of any new plant and machinery (other than ships and aircraft) which has been acquired and installed after 31st day of March 2005 by the manufacturing units/ undertakings of the company and is put to use for 180 days or more, the company is entitled to an additional depreciation equal to twenty percent of the actual cost of such machinery or plant subject to the fulfillment of the conditions specified in Section 32 of the IT Act in the year in which it is first put to use.

Unabsorbed depreciation, if any, for any assessment year can be carried forward and set off against any source of income of subsequent assessment years as per section 32 of the Act. There is no time limit for set off or carry forward of unabsorbed depreciation.

1.2 Investment in new plant and machinery under section 32AC of the Act.

Where an assessee being a company, engaged in the business of manufacture or production of any article or thing, acquires and installs new assets and the amount of actual cost of such new assets acquired and installed during any previous year exceeds twenty-five crore rupees, then, there shall be allowed a deduction of a sum equal to fifteen per cent of the actual cost of such new assets for the assessment year relevant to that previous year. However this benefit is available only for manufacturing companies.

1.3 Preliminary expenses

As per the provisions of Section 35D of the Act, any specified preliminary expenditure incurred by an Indian company before commencement of business or after commencement of business in connection with extension of an undertaking or setting up a new unit shall be allowed a deduction equivalent to one-fifth of such expenditure for each of the five successive financial

years beginning with the financial year in which the business is commenced/ extended. However, any deduction in excess of 5% of cost of project/ capital employed would be ignored.

1.4 Amortization of expenditure in case of amalgamation or demerger

As per the provisions of Section 35DD of the Act, any expenditure incurred by an Indian Company, wholly and exclusively for the purpose of amalgamation/demerger of an undertaking shall be allowed as deduction to the extent of one-fifth of such expenditure for each of five successive financial years beginning with the financial year in which the amalgamation/demerger takes place.

1.5 Carry forward of business loss:

As per the provisions of Section 72A of the Act, pursuant to business re-organizations (such as amalgamation, demerger, etc.), the successor company shall be allowed to carry forward any accumulated tax losses/unabsorbed depreciation of the predecessor company subject to fulfillment of prescribed conditions.

1.6 Minimum Alternative Tax and credit thereof

Where the amount of tax payable by the company under the normal provisions of the IT Act is less than 18.5% of the book profits (as worked out as per the relevant provisions), the company would be required to pay tax @ 18.5% of such book profits, including any applicable surcharge and Cess. Such tax is referred to as Minimum Alternate Tax (MAT).

As per provisions of Section 115JAA of the Act, the Company is eligible to claim credit for Minimum Alternate Tax ("MAT") paid for any assessment year against normal income-tax payable in subsequent assessment years.

MAT credit shall be allowed to be carried forward for any assessment year to the extent of difference between the tax paid under Section 115JB and the tax payable as per the normal provisions of the Act for that assessment year. Such MAT credit is available for set-off from assessment year 2010-11 onwards for upto 10 years succeeding the assessment year in which the MAT credit arises.

2. Deductions/exemptions/benefits available while computing capital gains

2.1 Computation of capital gains

2.1.1 Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long-term capital assets, capital gains arising from the transfer of which are termed as long-term capital gains ("LTCG"). In respect of any other capital assets, the holding period should exceed thirty-six months to be considered as long-term capital assets.

2.1.2 Short Capital Gains ("STCG") means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or zero coupon bonds, held by an assessee for 12 months or less.

2.1.3 In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for 36 months or less.

2.1.4 LTCG arising on transfer of equity shares of a company or units of an equity oriented fund as

defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax ("STT") and subject to conditions specified in that section.

- 2.1.5** Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
- 2.1.6** As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- 2.1.7** As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bonds exceeds 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by, the assessee. No deduction under Chapter VIA is allowed from such income
- 2.1.8** As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
- 2.1.9** STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], where such transaction is not chargeable to STT is taxable at the rate of 30%.
- 2.1.10** The tax rates mentioned above stands increased by surcharge, payable at the rate of 7% where the taxable income of a domestic company exceeds ₹ One Crore Such surcharge rate would stand increased to 12% where the taxable income of the domestic company exceeds ₹ Ten Crores. However, the surcharge shall be subject to marginal relief. Further, education cess and secondary and higher education cess on the tax on total income and surcharge at the rate of 2% and 1% respectively is payable by all categories of taxpayers.
- 2.1.11** As per Section 50 of the Act, where a capital asset is forming part of a block of assets in respect of which depreciation has been allowed under the Act, capital gains shall be computed in the following manner:
- where full value of consideration on account of transfer of any asset forming part of block of asset, as reduced by expenditure incurred wholly or exclusively in connection with transfer, exceeds the written down value of block of assets and actual cost of assets acquired during the year, such excess shall be deemed to be short term capital gains and taxed accordingly.
 - where any block of assets ceases to exist, for the reason that all the assets in that block are transferred, the difference between the consideration arising on result of transfer and the written down value of block of assets and the actual cost of assets acquired during the year, shall be deemed to be short term capital gains/(losses) and taxed accordingly.
- 2.1.12** As per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent 8 assessment years.

2.1.13 As per provisions of Section 71 read with Section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent 8 assessment years.

2.2 Exemption of capital gain from income-tax

2.2.1 Under Section 54EC of the Act, capital gains arising from transfer of long term capital assets [other than those exempt under section 10(38)] shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain are invested within a period of six months from the date of transfer in the bonds redeemable after three years and issued on or after the 1st day of April, 2007 by the National Highway Authority of India ("NHAI") constituted under Section 3 of National Highway Authority of India Act, 1988; or Rural Electrification Corporation Limited ("REC"), a company formed and registered under the Companies Act, 1956.

Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed fifty lakh rupees per assessee during any financial year.

Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempt shall be taxable as capital gains in the year of transfer/conversion.

3. Deductions/exemptions/benefits available in respect of Securities Transaction Tax

3.1 As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains' of business and profession. However, no deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

4. Deductions/exemptions/benefits available in respect of Dividend income

4.1 As per provisions of Section 10(34) read with Section 115O of the Act, dividend (both interim and final), if any, received by the Company on its investments in shares of another Domestic Company is exempt from tax. The Domestic Company distributing dividends will be liable to pay dividend distribution tax at the rate of 15% (plus a surcharge of 12% on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon) on the total amount distributed as dividend.

4.2 As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income. Rule 8D of Income Tax Rules provides calculation for determining deemed expenses for earning exempt income.

4.3 Further, if the company being a holding company, has received any dividend from its subsidiary on which dividend distribution tax has been paid by such subsidiary, then company will not be required to pay dividend distribution tax to the extent the same has been paid by such subsidiary company-

4.4 As per provisions of Section 10(35) of the Act, income received in respect of units of a mutual fund specified under Section 10(23D) of the Act (other than income arising from transfer of such units) is exempt from tax.

4.5 As per the provisions of Section 115BBD of the Act, dividend received by an Indian company from

a specified foreign company (in which it has shareholding of 26% or more) would be taxable at the concessional rate of 15% on gross basis and shall be increased by a surcharge and education cess.

- 4.6 For removing the cascading effect of dividend distribution tax, while computing the amount of dividend distribution tax payable by a Domestic Company, the dividend received from a foreign subsidiary on which income-tax has been paid by the Domestic Company under Section 115BBD of the Act shall be reduced.

5. Other deductions/exemptions/benefits

- 5.1 As per section 70 of the IT Act, the Company is entitled to intra-head set-off of loss in an assessment year in the following manner:
- Loss from a source against income from another source within the same head of income (except loss under the head 'capital gain').
 - Short term capital loss against capital gain (whether short term or long term).
 - Long term capital loss against Long term capital gain
- 5.2 As per section 71(1) and 71 (2) of the IT Act, the Company is entitled to inter-head 'set-off' of loss (other than capital gains) under any other head of income for that assessment year. As per section 71(3), the Company is not entitled to 'set-off' loss under the head 'Capital Gains' against income under any other head.
- 5.3 As per section 72(1) of the IT Act, the Company is entitled to 'set-off' brought forward business loss, not being loss sustained in a speculation business, against business income in subsequent years. In accordance with the provisions of section 72(3), such losses can be carried forward for eight years.
- 5.4 As per the condition of section 32 (2) read with section 72(2) of the I T Act, the company is entitled to 'set off' brought forward unabsorbed depreciation against income in subsequent years. However, unabsorbed depreciation can be carried forward for unlimited period.
- 5.5 As per section 74(1)(a) of the IT Act, the Company is entitled to 'set-off' brought forward short term capital loss against income under the head 'Capital gains'. Further, as per the provisions of section 74(1)(b), the Company is entitled to set-off long term capital loss against long term capital gains only. As per section 74(2), such capital losses can be carried forward for eight years.

BENEFITS TO THE RESIDENT MEMBERS/ SHAREHOLDERS OF THE COMPANY

1. Dividends exempt under section 10(34)

- 1.1 As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by the resident members/ shareholders from a Domestic Company is exempt from tax. The Domestic Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge of 12% on the dividend distribution tax and education cess and secondary & higher education cess of 2% and 1 % respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend. However, dividends paid to individuals, firms, HUF exceeding 10 Lacs would be taxable.
- 1.2 As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income Rule 8D of Income Tax Rules provides calculation for determining deemed expenses for earning exempt income.

2. Capital gains

2.1 Computation of capital gains

- 2.1.1** Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long-term capital assets, capital gains arising from the transfer of which are termed as LTCG. In respect of any other capital assets, the holding period should exceed 36 months to be considered as long-term capital assets.
- 2.1.2** STCG means capital gains arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for 12 months or less.
- 2.1.3** In respect of any other capital assets. STCG means capital gain arising from the transfer of an asset, held by an assessee for 36 months or less.
- 2.1.4** LTCG arising on transfer of equity shares of a company or units of an equity oriented fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)] is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.
- 2.1.5** As per the amendment to Chapter VII of Finance Act (No.2) of 2004, sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the aforesaid Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act.
- 2.1.6** As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
- 2.1.7** As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bonds exceed 10% of the LTCG (Without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee. No deduction under Chapter VIA is allowed from such income.
- 2.1.8** As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
- 2.1.9** STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], where such transaction is not chargeable to STT, is taxable at the normal rates of taxation as applicable to the taxpayer.
- 2.1.10** As per the provisions of Section 10(34A) of the Act, any income arising to shareholders on account

of buy-back of unlisted shares referred to in Section 115QA, shall be exempt in the hands of the shareholders as per Sec 10(34A)

- 2.1.11** the tax rates mentioned above stands increased by surcharge, payable at the rate of 12% where the taxable income of the assessee exceeds ₹ One Crore. However, the surcharge shall be subject to marginal relief. Further, education cess and secondary and higher education cess on the tax on total income and surcharge at the rate of 2% and 1 % respectively is payable by all categories of taxpayers.
- 2.1.12** as per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent 8 assessment years.
- 2.1.13** as per provisions of Section 71 read with Section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent 8 assessment years.

2.2 Exemption of capital gain from income- tax

- 2.2.1** As per Section 54EC of the Act, capital gains arising from the transfer of a long term capital asset are exempt from capital gains tax if such capital gains are invested within a period of 6 months after the date of such transfer in specified bonds issued by NHA and REC and subject to the conditions specified therein.
- 2.2.2** Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed fifty lakhs rupees per assessee during any financial year.
- 2.2.3** Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer/conversion.
- 2.2.4** As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.

3 Other Provisions

- 3.1** The characterization of the gain/ losses, arising from sale/ transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
- 3.2** Under Section 80CCG of the Income Tax Act where an resident shareholder make investment in a listed equity shares [or listed units of an equity oriented fund] in accordance with a scheme, as may be notified by the Central Government in this behalf, he shall be allowed a deduction, in the computation of his total income of the assessment year relevant to such previous year, of fifty per cent of the amount invested in such equity shares [or units] to the extent such deduction does not exceed twenty-five thousand rupees. Where the shareholder has claimed and allowed a deduction under this section for any assessment year in respect of any amount, he shall not be allowed any deduction under this section for any subsequent assessment year.

BENEFITS TO THE NON RESIDENT MEMBERS/ SHAREHOLDERS OF THE COMPANY**1. Dividends exempt under section 10(34)**

1.1 As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by non-resident shareholders from the Company is exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge of 12% on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend.

2. Capital gains**2.1 Computation of capital gains**

2.1.1 Capital assets are to be categorized into short-term capital assets and long-term capital assets based on the period of holding. All capital assets, being shares held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long-term capital assets, capital gains arising from the transfer of which are termed as LTCG. In respect of any other capital assets, the holding period should exceed thirty-six months to be considered as long-term capital assets.

2.1.2 STCG means capital gain arising from the transfer of capital asset being a share held in a company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds held by an assessee for 12 months or less.

2.1.3 In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for 36 months or less.

2.1.4 LTCG arising on transfer of equity shares of a company or units of an equity oriented fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)] is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.

2.1.5 As per the amendment to Chapter VII of Finance Act (No. 2) of 2004 sale of unlisted equity shares under an offer for sale to the public which are included in an initial public offer and where such shares are subsequently listed on a recognized stock exchange, the same would be covered within the ambit of taxable securities transaction under the aforesaid Chapter. Accordingly, STT is leviable on sale of shares under an offer for sale to the public in an initial public offer and the LTCG arising on transfer of such shares would be exempt from tax as per provisions of Section 10(38) of the Act.

2.1.6 As per provisions of Section 112 of the Act, LTCG arising out of listed securities not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. The indexation benefits are however not available in case the shares are acquired in foreign currency. In such a case, the capital gains shall be computed in the manner prescribed under the first proviso to Section 48. As per first proviso to Section 48 of the Act, where the shares have been purchased in foreign currency by a non-resident, the capital gains arising on transfer need to be computed by converting the Cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration received or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased, the resultant gains thereafter

need to be reconverted into Indian currency as per Rule 115 of Income Tax Rules, 1962. The conversion needs to be at the prescribed rates prevailing on dates stipulated. If the tax payable on transfer of listed securities exceeds 10% of the LTCG, the excess tax shall be ignored for the purpose of computing tax payable by the assessee.

- 2.1.7** Further, LTCG arising from transfer of unlisted securities (other than by way of offer for sale under an initial public offer) is chargeable to tax at 10% without indexation and foreign exchange fluctuation benefits. No deduction under Chapter VIA is allowed from such income.
- 2.1.8** As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
- 2.1.9** STCG arising on sale of equity shares or units of equity oriented mutual fund [as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)], where such transaction is not chargeable to STT is taxable at the normal rates of taxation as applicable to the taxpayer.
- 2.1.10** As per the provisions of Section 115QA, any income arising to shareholders on account of buyback of shares as referred to in Section 77A of the Companies Act, 1956 shall be exempt in the hands of the shareholders.
- 2.1.11** The tax rates mentioned above stands increased by surcharge, payable at the rate of 2% where the taxable income of a foreign company exceeds one crore rupees. Such surcharge rate would stand increased to 5% where the taxable income of the domestic company exceeds ten crore rupees.
- 2.1.12** Further, education cess and secondary and higher education cess on the tax on total income and surcharge at the rate of 2% and 1% respectively is payable by all categories of taxpayers.
- 2.1.13** As per provisions of Section 71 read with Section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
- 2.1.14** As per provisions of Section 71 read with Section 74 of the Act, long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

2.2 Exemption of capital gain from income-tax

- 2.2.1** As per Section 54EC of the Act, capital gains arising from the transfer of a long term capital asset are exempt from capital gains tax if such capital gains are invested within a period of 6 months after the date of such transfer in specified bonds issued by NHAI and REC and subject to the conditions specified therein.
- 2.2.2** Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed fifty lakhs rupees per assessee during any financial year.
- 2.2.3** Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of

transfer/conversion.

- 2.2.4** As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income, Rule 8D of Income Tax Rules provides calculation for determining deemed expenses for earning exempt income.
- 2.2.5** The characterization of the gain/ losses, arising from sale/ transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
- 2.2.6** As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.
- 2.2.7** As per provisions of Section 56(2)(vii) of the Act and subject to exception provided in second proviso therein, where an individual or HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value of the shares and securities by an amount exceeding fifty thousand rupees, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head 'income from other sources'. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.

3. Other Provisions

- 3.1** The characterization of the gain/ losses, arising from sale/ transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
- 3.2** As per provisions of Section 56(2)(vii) of the Act and subject to exception provided in second proviso therein, where an individual or HUF receives shares and securities without consideration or for a consideration which is less than the aggregate fair market value of the shares and securities by an amount exceeding fifty thousand rupees, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head 'income from other sources'. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.
- 3.3** As per provisions of Section 56(2)(viiia) of the Act and subject to exception provided in first proviso therein, where a firm or a company not being a company in which public are substantially interested, receives, in any previous year, from any person or persons, on or after the 1st day of June, 2010, any property, being shares of a company not being a company in which the public are substantially interested, without consideration or for a consideration which is less than the aggregate fair market value of the shares and securities by an amount exceeding fifty thousand rupees, the excess of fair market value of such shares and securities over the said consideration is chargeable to tax under the head 'income from other sources'. However, the said section is not applicable in case the shares and securities are received under instances specified under the proviso thereon.
- 3.4** As per provisions of Section 56(2)(viib) of the Act and subject to exception provided in first proviso therein, where a company, not being a company in which public are substantially interested, receives, in any previous year, from any person being a resident, any consideration for issue of shares that exceeds the face value of such shares, the aggregate consideration received for such shares as exceeds the fair market value of the shares.

4. Taxation of Non-resident Indians

Special provisions in case of Non-Resident Indian ("NRI") in respect of income/ LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:

- 4.1** NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
- 4.2** Specified foreign exchange assets include shares of an Indian company which are acquired/ purchased/ subscribed by NRI in convertible foreign exchange.
- 4.3** As per provisions of Section 115E of the Act, LTCG arising to a NRI from transfer of specified foreign exchange assets is taxable at the rate of 10%.
- 4.4** As per provisions of Section 115E of the Act, income [other than dividend which is exempt under Section 10(34)] from investments and LTCG [other than gain exempt under Section 10(38)] from assets (other than specified foreign exchange assets) arising to a NRI is taxable at the rate of 20%. No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- 4.5** As per the provisions of Section 115F of the Act, LTCG arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is invested in the specified assets as per Sec 115C(f) or savings certificates within six months from the date of such transfer, subject to the extent and conditions specified in that section. If part of such net consideration is invested within the prescribed period of six months in any specified asset the exemption will be allowed on a proportionate basis.
- 4.6** As per the provisions of Section 115G of the Act, where the total income of a NRI consists only of investment Income and/or LTCG from such foreign exchange asset specified asset and tax thereon has been deducted at source in accordance with the Act, the NRI is not required to file a return of income.
- 4.7** As per provisions of Section 115H of the Act, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he/ she may furnish a declaration in writing to the assessing officer, along with his/her return of income under Section 139 of the Act for the assessment year in which he/ she is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him/ her in relation to investment income derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.
- 4.8** As per provisions of Section 115-I of the Act, a NRI can opt not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing return of income for that assessment year under Section 139 of the Act, declaring therein that the provisions of the chapter shall not apply for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.
- 4.9** As per the provisions of Section 10(34A) of the Act, any income arising to shareholders on account of buy-back of unlisted shares referred to in Section 115QA, shall be exempt in the hands of the shareholders as per Sec 10(34A).

BENEFITS TO FOREIGN INSTITUTIONAL INVESTORS ("FIIs")

1. Dividends exempt under section 10(34)

1.1 As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by a shareholder from a domestic Company is exempt from tax. The domestic Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge of 12% on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1 % respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend.

2. Long-term capital gains exempt under section 10(38) of the Act.

2.1 LTCG arising on sale of equity shares of a company subjected to STT is exempt from tax as per provisions of Section 10(38) of the Act.

2.2 It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

3. Capital gains

3.1 As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% [Except Interest referred in Sec 194LD on which tax would be levied at 5%] (plus applicable surcharge and education cess and secondary & higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.

3.2 As per provisions of Section 115AD of the Act, capital gains arising from transfer of securities are taxable as follows:

Nature of Income	Rate of tax (%)
LTCG on sale of equity shares not subjected to STT	10
STCG on sale of equity shares not subjected to STT	15
STCG on sale of equity shares not subjected to STT	30

3.3 As per provisions of 196D of the Act, taxes shall not be withheld from any income in the nature of capital gains arising to FIIs from transfer of securities specified in Section 115AD of the Act. Further, capital gains arising on transfer of other securities would be subject to withholding tax at the rate of 20%

3.4 For corporate FIIs, the tax rates mentioned above stands increased by a surcharge, payable at the rate of 2% where the taxable income exceeds one crore rupees. Such surcharge would stand increased to 10% where the taxable income exceeds ten crore rupees. Further, education cess and secondary and higher education cess on the tax on total income and surcharge at the rate of 2% and 1% respectively is payable.

3.5 The benefit of exemption under Section 54EC of the Act mentioned above in case of the Company is also available to FIIs (as mentioned in para 2.2.1 in heading benefits to the Company)

3.6 As per the provisions of Section 10(34A) of the Act, any income arising to shareholders on account of buy-back of unlisted shares referred to in Section 115QA, shall be exempt in the hands of the shareholders as per Sec 10(34A).

4. Securities Transaction Tax

4.1 As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

5. Tax Treaty benefits

5.1 As per provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial. It needs to be noted that a non-resident is required to hold a valid tax residency certificate of his being resident in any country outside India to be obtained by him from the Government of that country. Further, he is also required to submit a declaration in Form 10F as specified under Rule 21AB of Income Tax Rules, 1962 in order to claim benefits under the applicable tax treaty.

5.2 The characterization of the gain/ losses, arising from sale transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

BENEFITS AVAILABLE TO VENTURE CAPITAL COMPANIES/ FUNDS

In terms of section 10(23FB) of the Act, all Venture capital companies/funds registered with Securities and Exchange of India, subject to the conditions specified, are eligible for exemption from income tax on all their income, including profit on sale of shares of the Company.

BENEFITS AVAILALE TO MUTUAL FUNDS

As per the provisions of Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India would be exempt from income tax. However, the Mutual Funds shall be liable to pay tax on distributed income to unit holders under Section 115R of the Act.

II. Under the Wealth Tax Act, 1957

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of section 2(ea) of Wealth Tax Act, 1957 and therefore no wealth tax is payable on shares. The Wealth Tax has been dispensed from A Y 2016-17 as amended by Finance Act, 2015.

III. Under the Gift Tax Act

Gift Tax is not leviable in respect of any gifts made on or after 1st October, 1998, to close relatives as per the provisions of Income Tax Act. Gifts to persons other than specified persons would be taxable.

Note: All the above benefits are as per the current tax laws and will be available only to the Sole first name holder where the shares are held by joint holders.

NEW AMENDMENTS UNDER THE IT ACT

The Government of India has recently made amendments in the existing income tax laws to incorporate provisions relating to General Anti-Avoidance Rules (GAAR). GAAR would be effective from assessment year commencing on 1st April 2018 or thereafter.

Income Computation and Disclosure Standards

With effect from April 1, 2016 the Income under the Head Business or Profession are to be computed in accordance with Income Computation and Disclosure Standards and taxes to be paid accordingly.

Notes:

- a. The above statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares.
- b. The above statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws.
- c. Legislation, its judicial interpretations and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the above. Accordingly, any change or amendment in the law or relevant regulations would necessitate a review of the above. Unless specifically requested, we have no responsibility to carry out any review of our comments for changes in laws or regulations occurring after the date of issue of this note.
- d. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
- e. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

The statement of possible tax benefits enumerated above is as per the Income Tax Act, 1961 as amended by the Finance Act 2015. The Finance Act 2016 and Finance Bill 2017 have introduced many sun set clauses which could effect the taxability of the income. This note has been prepared solely in connection with the proposed listing of Equity shares by the Company under the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the Offering).

For SHEKHAR & CO.
CHARTERED ACCOUNTANTS

Sd/-
K.C.Devdas
Partner
M.No.014966

Secunderabad
Date: 10.03.2017

INDUSTRY

India, the world's largest democracy having a population of an estimated 1.25 billion and an estimated GDP on a purchasing power parity basis of approximately U.S. 8.027 trillion. This makes it the fourth largest economy by GDP in the world after the U.S., European Union and China. (Source – CIA World Fact book)

The Twelfth Five Year Plan lays special emphasis on development of the infrastructure sector, as the availability of quality infrastructure is important not only for sustaining high growth but also ensuring that the growth is inclusive. The total investment in the infrastructure sector during the Twelfth Five Year Plan, estimated at ₹ 56.3 lakh crore (approx. US\$1trillion), will be nearly double that made during the Eleventh Five Year Plan. (Source – Economic Survey - <http://indiabudget.nic.in/es2012-13/echap-11.pdf>)

The housing shortage in rural India is estimated at 47.4 Million units, in 2012. Present levels of urban infrastructure are inadequate to meet the demands of the existing urban population. There is need for re-generation of urban areas in existing cities and the creation of new, inclusive smart cities to meet the demands of increasing population and migration from rural to urban areas. Future cities of India will require smart real estate and urban infrastructure. (Source: Make in India website, Government of India)

The Government of India is in the process of launching a new urban development mission. This will help develop 500 cities, which include cities with a population of more than 100,000 and some cities of religious and tourist importance. These cities will be supported and encouraged to harness private capital and expertise through PPPs, to bolster their infrastructure and services in the next 10 years. 100% FDI through the automatic route is permitted in townships, housing, built-up infrastructure and construction-development projects (including, but not restricted to housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure). (Source: Make in India website, Government of India)

The International Monetary Fund (IMF), in the World Economic Outlook (October 2014), has noted that increases in public infrastructure investment, if efficiently implemented, affects the economy in two ways. In the short run it boosts aggregate demand and crowds in private investment due to the complementary nature of infrastructure services. In the long run, a supply side effect also kicks in as the infrastructure built feeds into the productive capacity of the economy. Econometric exercises reported by the IMF confirm that public investment increases can have positive effects on output. The medium term public investment multiplier for developing economies is estimated to be between 0.5 and 0.9 - a little lower than that estimated for advanced economies. However, the magnitudes depend on the efficiency of implementation. (Source: Economic Survey Report 2014-2015 by Ministry of Finance, Department of Economic Affairs < Economic Division, February 2015. (<http://indiabudget.nic.in/es2014-15/echapter-vol1.pdf>)

Summary of the Facts:

- USD 1,000 Billion investments for infrastructure sector projected in 12th five year plan (2012-17).
- USD 650 Billion investments in urban infrastructure estimated over next 20 years.
- 100% FDI permitted through the automatic route for townships, cities.
- 10% of India's GDP is based on construction activity.

Reasons to Invest in Construction Sector:

- An investment of USD 1,000 Billion has been projected for the infrastructure sector until 2017, 40% of which is to be funded by the private sector. 45% of infrastructure investment will be funneled into construction activity and 20% set to modernise the construction industry.
- The Indian government has undertaken a number of measures to ease access to funding for the sector.
- Construction activities contribute more than 10% of India's GDP.

- The construction industry in India has seen sustained demand from the industrial and real estate sector.
- Housing for seniors has seen increased interest levels from corporates, the hospitality and healthcare industries over the last few years.

(Source: Make in India website, Government of India)

SECTION V- ABOUT THE COMPANY**SUMMARY OF OUR BUSINESS**

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, so all references to a particular FY are to the twelve months ended March 31 of that year.

OVERVIEW

The Company was incorporated as Bhagyanagar Properties Limited on 25th April, 2006 under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh, Hyderabad. Later on the Company had converted itself into a Private Limited and a fresh Certificate of incorporation consequent upon change of name on conversion to Private Limited Company was issued by Registrar of Companies Andhra Pradesh, Hyderabad on 8th December, 2008. Further the Company has been converted to a Public Limited viz., Bhagyanagar Properties Limited vide CIN: U70102TG2006PLC050010 on 19th December, 2016 and a fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued by Registrar of Companies, Hyderabad.

With the onset of demonetization in India, the Indian economy has driven ahead to digitalization. Almost every denizens in India is moving on internet. Amidst all this, E-commerce is gathering momentum, driven by explosion in internet usage. New platforms are sprouting by the day, thereby enlarging the size of the cake.

In India, e-retail is more than \$10 billion, which is less than 2 per cent of the \$600 billion retail market. As the “digital age” (the number of years since a user has been online) increases, so does the propensity to buy online. This would result in nearly 160 million users transacting online by 2020, and thus taking the overall e-retail market to \$50 billion and a boom in ecommerce business opportunity.

Factors like higher income levels and aspirations, faster telecom networks, decreased connectivity costs, increased proliferation of smart phones and digitisation of transactions, have driven phenomenal demand growth in India. This has its due effect on the real estate too.

The company is planning to construct small warehouse in the available land to cater to the developing and sustainable e-commerce and construct business.

For the year ended March 31, 2014, 2015 and 2016, the Company’s total revenue amounted to ₹ Nil (2014 and 2015) and ₹ 3,26,250/- respectively. For the year ended March 31, 2014, 2015 and 2016, the Company’s total profit/(loss) after tax amounted to (₹ 35,548), (₹ 1,31,583) and ₹ 27,033/- respectively.

PROPERTY DETAILS

The details of land location, address and the estimated Area of our Ongoing Projects along with our subsidiary business as on date is summarized in the table below:

Name of the Company	Location	Address	Area
Bhagyanagar Properties Ltd	Gachibowli, Hyderabad	Sy No. 221(P),222(P),223(P),224(P),50,51 & 57 of Vattinagulapally, Gopannapalli Village, Gachibowli, Hyderabad.	17.00 Acres
Scientia Infocom India Ltd (Subsidiary company)	Gachibowli, Hyderabad	Sy No. 224 (Part) of Vattinagulapally, Gopannapalli Village, Gachibowli, Hyderabad	7.00 Acres

Metropolitan Ventures India Ltd (Subsidiary company)	Charlaguda, Hyderabad	Sy No: 42 /2 Cherlaguda, Shamshabad Mandal, Hyderabad.	Ac.14-31 Gts
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Amidst all the above developments, Bagyanagar Properties Limited is fortunate to have most of its land situated at prime IT centres of the city where E-commerce companies thrive most of its business for better support and competitive edge. Moreover, there is a constant rise in the demand of large warehouses and storage units in the areas like Gachibowli, Madhapur, Kondapur where the company is having huge properties to give on rent.

Total land area available is of 38 Acres on which we are planning to construct in 12 Acres about having 5,22,200 sq ft. which will cost appx ₹ 1000/- per sq ft, in next five years which will result in constant revenue income by letting it out. Total project cost will be ₹ 52.27 crores.

Bhagyanagar Properties Limited has already commissioned a pilot project by constructing a warehouse of 30000 sqft fetching a rental income of ₹25 per sqft per month and the Company is having tenants like Big Basket & Amazon etc.

REAL ESTATE DEVELOPMENT PROCESS

Identification of Potential Projects and Land

One of the key factors in the real estate development sector is the ability to assess the potential of a location after evaluating its demographic trends. We rely on our experience and ability of our senior management to identify and evaluate potential locations, and conduct comprehensive market research and analysis of proposed projects to analyze absorption trends, competitive factors, market prices and product gaps.

The process of land identification starts from the stage of selecting an appropriate land parcel which has growth potential. This is done by our business development team which gathers market data on possible prospects while selecting a land parcel for development which is verified with the information that we have already collated. We also obtain a title opinion of the proposed lands, and consult with local real estate marketing professionals.

Thereafter, a survey is conducted at the proposed site and a preliminary feasibility report is prepared. The report is based on an analysis of specific criteria, including, among other things (a) the financial viability of the project, (b) the available or planned infrastructure surrounding the land that we have identified for our project, (c) the standard of living and disposable income of the population of the location, and (d) the growth prospects of the cities and towns in terms of trade and industry. The next step, after area identification, involves identifying the type of project to be undertaken in that particular area and deciding on the scale of the project. Typically, decisions at this stage involve examining the viability of developing residential or commercial project and its product mix on the identified project site. The final decision on the location, nature, financial feasibility and scale of each project is taken by our senior management.

Evaluation of applicable laws and obtaining of requisite approvals

When assessing the feasibility of a new project, it is imperative to become familiar with the legal regime governing the land on which the new project will be developed, since legal regimes vary in each location depending on whether it falls under municipal limits or gram panchayat. We also evaluate the factors which affect the obtaining of the approvals required for the development and implementation of the project. The approvals which are typically required for a real estate development project include approvals for building plans, the conversion of agricultural lands to non-agricultural lands (where applicable), the approval of lay-outs and approvals relating to certain infrastructure facilities such as power and water. Similarly, approvals from various government authorities, including from the relevant environmental authorities, airport authorities and fire authorities are required for buildings above a certain stipulated height. Building completion

certificates are obtained in accordance with applicable law from the appropriate authorities after the projects have been completed.

Acquisition of land or purchase of development rights

We follow both approaches to developing projects in our business depending on feasibility of the proposed project in both the scenarios. In case of joint developments, we acquire the right to develop properties through collaboration with other entities that hold title to the land. Typically, we negotiate an agreement with the other party pursuant to which we conceive, develop and market the project. The titleholder is typically given the option, as consideration for granting the development rights, to share in a portion of the sale proceeds. When we purchase land directly from titleholders, we execute conveyance deeds in respect of such properties in order to acquire clear title to the property.

Project Development

The design and planning of our projects is conducted by reputable external architects (international as well as domestic) and structural consultants engaged by us in collaboration with our in-house planning department. The majority of external architects and structural consultants are engaged for a specific project and are people whom we deem to be best suited for projects of similar nature. The external architect & consultants provides the master planning, various drawings, layouts, structural designs etc. of the project; however, estimates of the requirements for manpower, materials and machinery are always provided by our in-house planning department.

Once the design and the estimates for the project have been finalized, we set up a project team under the supervision of a senior engineer which is dedicated to that particular project, and a project coordinator who is responsible for centralized coordination and reports to our senior management.

The purchase of materials is centralized and is based on the estimates given by the planning department or the architect, as the case may be. We are not dependent on any single contractor, builder or supplier for our construction activities. The orders are placed by us on the basis of arms-length negotiations and we conduct tender and bidding processes accordingly.

We seek to ensure that raw materials and other goods and services sourced from third party vendors are delivered in a timely and cost effective manner, that payment is made to suppliers promptly, and that any scrap or waste from project sites is effectively disposed of.

We have a dedicated Commercial & Controls department which regularly circulates reports to our senior management and provides feedback / confirms deadlines / adheres to stricter quality or control measures with the concerned department. We have developed a system of internal reporting in order to monitor the status and progress of all the projects being developed by us on a regular basis. The system helps us to reduce time and cost overruns.

We deploy representatives of our head office at the sites of our projects to deal with issues related to manpower planning, including the welfare of the workers, as well as security and administration of the site. These representatives travel from site to site in order to oversee such issues. As we do not employ site labor, we insist on our contractors ensuring compliance with relevant regulatory and statutory obligations in relation to their labor force.

EMPLOYEES

We consider our human resources as a critical factor to our success and engage in a human resource strategy that addresses key aspects of human resource development and focuses heavily on recruiting, training and retaining our employees, as well as offering them competitive compensation. As on date we have 104

employees. In addition to a base salary and performance-linked incentives, we provide a number of benefits to our employees, such as medical expenses, healthcare, and group gratuity schemes.

Our employees are also covered under specific insurance schemes. Our employee policies aim to recruit a talented and qualified work force, facilitate their integration and encourage development of their skills in order to facilitate the growth of our operations. We are also committed to providing an empowering environment that motivates and facilitates growth and rewards contribution.

We also engage contract labour depending on our requirements and the number of contract labour varies from time to time based on various factors.

SITE SAFETY

We are committed to the safety of our workers. We maintain a safety management system that defines the guiding principles and standards for safety of its workers and site staffs at construction sites for all our project. Safety awareness training is being imparted at regular intervals to all workers and site staffs. Appropriate safety equipment is provided to all workers. The workers are made aware of the safety provisions with respect to the activity in which they are involved. A periodic inspection is conducted to ensure compliance for areas in which they operate, as well as for compliance with safety management system. Also any health and safety incidents/ accidents are investigated and corrective actions developed.

HISTORY OF OUR COMPANY

Brief History of our Company

The Company was incorporated as Bhagyanagar Properties Limited on 25th April, 2006 under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh, Hyderabad. Later on the Company had converted itself into a Private Limited and a fresh Certificate of incorporation consequent upon change of name on conversion to Private Limited Company was issued by Registrar of Companies Andhra Pradesh, Hyderabad on 8th December, 2008. Further the Company has been converted to a Public Limited viz., Bhagyanagar Properties Limited vide CIN: U70102TG2006PLC050010 on 19th December, 2016 and a fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued by Registrar of Companies, Hyderabad.

Main Objects of our Company

To do and be in Real Estate Business and for the purpose, buy, sell, take on lease, give on lease or on licence, maintain, develop, demolish, alter, construct, build and turn to account any land or buildings owned or acquired or leased by the company or in which the company may be interested as owners, Lessors, Lessees, Licensers, Licensees, Architect, Contractors, turnkey contractors including engineering, mechanical and general builders, interior decorators and designers, as vendors, contractors, property developers and real estate owners and agents whether such land or building or the development there of be for all in respects of residential or commercial purposes such as multi storied buildings, complexes, residential houses, farmhouses, resorts, plots, flats, offices, shops, garages, cinemas, theatres, hotels, restaurants, factory sheds and buildings or other structures of what so ever description including prefabricated and pre-cast houses, buildings and erections and to enter into contracts, sub contracts and arrangements including the raising of finance from what so ever sources and giving of loans and advances to give effect and implement the said objects.

Changes in name of our Company

The Company has not changed its name since incorporation. However it has changed from Public Limited to Private Limited w.e.f 08.12.2008. Further converted to a Public Limited on 19.12.2016.

Subsidiary Companies

Our Company has the following Subsidiary Companies:

Sr.No	Name of the Company	Relationship	% of shares held
1	Metropolitan Venutres India Private Limited	Wholly-owned Subsidiary	100.00
2	Scientia Infocom India Private Limited	Subsidiary	76.00

Associate Companies

Our Company does not have any Associate company as on date.

Details of the Scheme

The Scheme of Arrangement provides for the demerger of Real Estate Undertaking (comprising of loans and advances and investments in the real-estate subsidiaries of the Demerged Company) of Bhagyanagar India Limited as a going concern into Bhagyanagar Properties Limited. In accordance with the Scheme of Arrangement, the entire Real Estate Undertaking stands transferred to and vested with Bhagyanagar Properties Limited w.e.f. 01.04.2016 (Appointed Date) pursuant to Section 391 to 394 pursuant to Section 391 to 394 read with Sections 78, 100 to 104 of the Companies Act, 1956. For more details relating to the Scheme and demerger please refer to the chapter titled "Salient Features of the Scheme" on this Information Memorandum.

Change in the Memorandum of Association

Since incorporation, the following amendments have been made to the Memorandum of Association of our Company:

Date	Particulars
August 10, 2006	The Capital clause had been altered by increasing Authorised Capital from ₹5,00,000 divided into 50,000 equity shares of ₹10/- each to ₹1,00,00,000 divided into 10,00,000 quity shares of ₹10/- each.
November 4, 2006	The Capital clause had been altered by increasing Authorised Capital from ₹1,00,00,000 divided into 10,00,000 quity shares of ₹10/- each to ₹5,00,00,000 divided into 50,00,000 quity shares of ₹10/- each.
September 18, 2008	Altered the Name Clause in Memorandum and adopted new set of Articles of Association pursuant to conversion from Public Limited to Private Limited.
September 15, 2015	The Company has Adapted new set of Memorandum of Association and Article of Association in consonance with the provisions of Companies Act, 2013.
November 23, 2016	The Capital clause had been altered with sub-division of equity shares of face value from ₹10/- to ₹2/- each.
November 23, 2016	The Capital clause had been altered by increasing Authorised Capital from ₹5,00,00,000 divided into 2,50,00,000 quity shares of ₹2/- each to ₹6,50,00,000 divided into 3,25,00,000 equity shares of ₹2/- each
December 12, 2016	Altered the name clause in Memorandum and adopted new set of Articles of Association pursuant to conversion from Private Limited to Public Limited.

OUR MANAGEMENT

As per the Article of Association of the Company, the Company shall not have less than three Directors and not more than fifteen Directors. Provided that the Company may appoint more than fifteen directors after passing a special resolution of members. The composition of the Board of Directors will be in consonance with the Act and SEBI Listing Regulations, 2015.

The following table set forth details of the Board of Directors as on the date of Information Memorandum:

Name & Address	Date of Appointment	Designation	Directorship in other Indian Companies
Narender Surana (DIN-00075086) Address: Sy-622, Plot-02, Arihant Enclave, Akbar Road, Opp. Adrin Hsg Complex, Secunderabad- 500009	25-04-2006	Director	1. Bhagyanagar India Limited 2. Surana Telecom and Power Limited 3. Surana Solar Limited 4. Bhagyanagar Properties Limited 5. AP Golden Apparels Private Limited 6. Tejas Technopark Private Limited 7. Tejas India Solar Energy Private Limited 8. Surana Solar Systems Private Limited 9. Aryavaan Renewable Energy Pvt Ltd 10. Genten Infra Projects Private Limited 11. Surana Infocom Private Limited 12. Bhagyanagar Industrial Park 13. Bhagyanagar Energy and Telecom Pvt Ltd 14. Innova Technologies Private Limited 15. Scientia Infocom India Private Limited 16. Bhagyanagar Securities Private Limited 17. Royal Skyscrapers India Private Limited 18. Indian Solar Power Producers Association
Devendra Surana (DIN-00077296) Address: 21, P&T Colony, Trimulgherry, Secunderabad- 500009	25-04-2006	Whole-time Director (w.e.f 17.03.2017)	1. Bhagyanagar India Limited 2. Surana Telecom and Power Limited 3. Surana Solar Limited 4. Bhagyanagar Properties Limited 5. Everytime Foods Industries Private Limited 6. Ap Golden Apparels Private Limited 7. Value Infrastructure And Properties Pvt Ltd 8. Tejas India Solar Energy Private Limited 9. Solar Dynamics Private Limited 10. Surana Solar Systems Private Limited 11. Bhagyanagar Green Energy Limited 12. Metropolitan Ventures India Limited 13. Surana Infocom Private Limited 14. Globecom Infra Ventures India Pvt Ltd 15. Scientia Infocom India Private Limited 16. Bhagyanagar Securities Private Limited 17. Shah Sons Pvt Ltd
Nagesh Boorugu (DIN-00929331) Address: 1-10-8/1/A, Begumpet, Boorugu Vihar, Hyderabad,	17.03.2017	Director	1. Innova Technologies Private Limited

500016			
D.Venkata Subbaiah (DIN-00006618) Address: 201,Umanagar Colony, Umanagar, Begumpet, Hyderabad, 500016	17.03.2017	Director	1. Bhagyanagar India Limited 2. Surana Telecom and Power Limited 3. Aishwarya Technologies and Telecom Limited
Dr. R.N. Sreenath (DIN-00124157) Address: No.2401, 8 th Main, 22 nd Cross, Banasankari 2 nd Stage, Bangalore, 560070	17.03.2017	Director	1. Surana Telecom and Power Limited 2. Surana Solar Limited 3. Udhaya Semiconductors Limited 4. Usl Photovoltaics Private Limited 5. Aashraya Technologies Private Limited
Ms.Vinita Surana (DIN-02332288) Address: P.No.21, P and T Colony, Vikrampuri, Secunderabad-500009	17.03.2017	Director	1. Surana Telecom and Power Limited 2. Everytime Foods Industries Pvt Ltd 3. Corpmedia Publications India Pvt Ltd 4. Value Infrastructure and Properties Pvt Ltd 5. Bhagyanagar Metals Limited 6. Green Energy Systems Private Limited 7. Tejas Technopark Private Limited 8. Crescentia Solar Private Limited 9. Stealth Energy Private Limited 10. Solar Dynamics Private Limited 11. Hyderabad Solar Limited 12. Bhagyanagar Entertainment & Infra development Company Pvt Ltd 13. Bhagyanagar Energy and Telecom Pvt Ltd 14. Innova Technologies Private Limited 15. Majestic Logistics Private Limited 16. Epicenter Entertainment Private Limited 17. Shah Sons Pvt Ltd

Brief Profile of the Directors:**Shri. Narender Surana**

Shri. Narender Surana is a Chemical Engineer and he is also the Managing Director of M/s Bhagyanagar India Limited and M/s Surana Telecom and Power Limited and Director of M/s.Surana Solar Limited, which are listed Companies under the Surana Group, one of the leading Industrial house in the State of Telangana and Andhra Pradesh, having fully automated Silicon Cells & Solar Photovoltaic module manufacturing unit with an installed capacity to produce 60 MW annually, with a group annual turnover of over ₹ 500 Crores. He has been in the field of Metals, Telecom industry for more than 30 years and in the field of Renewable Energy Industry for more than 10 years. He has also been the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) 1996-97 and Chairman of the Federation of Indian Chambers of Commerce and Industry (FICCI) A.P State Council 2004-06 and 2008-10. He was also Chapter Chairman of Young President's Organization (Y.P.O), Hyderabad Chapter 2009. He is the recipient of Andhra Pradesh Best Entrepreneur Award.

Shri.Devendra Surana

Shri Devendra Surana is a graduate in Mechanical Engineer and holds a Post Graduate Diploma in

Management from IIM, Bangalore and chosen as the Brain of the Batch. Shri Devendra Surana is Managing Director of M/s. Bhagyanagar India Limited Limited and Director of Surana Solar Limited, Surana Telecom and Power Ltd and Surana Group of Companies, has been in the field of Ferrous & Non Ferrous, Telecom Industry for more than 30 years and in the field of Renewable Energy Industry for more than 10 years. He is the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and Founder President of Young Entrepreneur Organization for Hyderabad Chapter and Past President of Rotary Club of Hyderabad Deccan. At present he is the Member of National Executive Committee for Federation of Indian Chambers of Commerce and Industry (FICCI). He is currently the president of the Telengana state council of FICCI.

Ms. Vinita Surana

Ms.Vinita Surana holds a Degree in M.sc. International Business and Management, Manchester Business School, Manchester, UK and International Diploma Program (Business Administration) University of California, Berkeley Ext., CA, USA. Ms.Vinita Surana also holds MBA from The Wharton School, University of Pennsylvania being one of the Top 3 Universities in USA. She was awarded by Womens Leader in India (2010). She is also a member of YEO, YI, YFLO. She is the Founder and President of V-Care Welfare Association, an NGO in Hyderabad, Telangana.

Shri.Nagesh Boorugu

Shri Nagesh Boorugu has done MBA (Finance) and also graduate in Diamonds from G I A (Gemological Institute of America), Carlsbad, C.A, U.S.A. a world renowned institutie in Diamonds. He is into jewellery business since 1992. He belongs to a family that runs Jewellery business since 1862. He is Government Approved Jewellery Valuer appointed by Govt of India, Income Tax Department. National Champion in Optimist Class Yatching in the year 1987 and 1988, represented India in "SAIL THE GULF 1993". He served as President for Junior Chamber International Secunderabad (India) for the year 2010 and also a Qualified Zone Level Trainer.

Dr R.N. Sreenath

Dr R.N. Sreenath has completed his M.Sc and Ph.D (I.I.S.C.) in the field of Specialization Semi-conductor & Solar Photo voltaic Technology. He has over 42 years of rich experience of which 25 years of experience in Semiconductor technology and balance 17 years in Solar Photovoltaic Technology, BEL, Bangalore for over 33 years from 1966 to 1999.

Shri. D.Venkata Subbaiah

Shri D.Venkatasubbiah is a Graduate in Electronics and Communications, has held the post of Deputy Director General of Telecom Engg. Center, (TEC). He has wide experience in R&D work and engineering of Radio Relay systems covering VHF, UHF and Microwave Bands. He was also awarded the North East Telecom Award (1990) and Satellite Project Circle Award (1991) for meritorious services and outstanding contribution to Telecommunications. He has provided more than a decade of untiring service to Telecom Industry and service providers for basic telephony along with value added services covering Cellular Mobile, Radio Paging and Public Mobile Radio Trunking.

Relationship between the Directors:

Following Directors of our Company are related to each other:

Sr. No.	Name of the director	Relative to	Nature of relationship
1	Narenders Surana	Relative to Devendra Surana and Vinita Surana	Narender Surana is brother of Devendra Surana and Father of Vinita Surana
2	Devendra Surana	Relative to Narender Surana	Devendra Surana is brother of Narender Surana
3	Vinita Surana	Relative to Narender Surana	Vinita Surana is a daughter of Narender Surana

4	Nagesh Boorugu	-	-
5	Dr R.N. Sreenath	-	-
6	D.Venkata Subbaiah	-	-

None of our Directors, have held or are holding directorships in any listed companies whose shares have been or were suspended from being traded on the BSE and/ or the NSE or whose shares have been or were delisted from the stock exchange(s).

We also confirm that:

- we have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Director were selected as Director or member of Senior Management.
- the service contracts entered into with our Managing Director / Whole Time Director does not provide for any benefit upon termination of employment except the retirement benefits payable to them as Provident Fund, Superannuation and Gratuity as per the policies of our Company.

Detail of Equity Shares held by Directors:

Except as stated below, there are no other Directors who hold Equity Shares in the Company as on the date of filing of Information Memorandum:

Sr.No.	Name of Director	Number of Equity Shares	% of total sharecapital of the Company
1	Narenders Surana	27,93,454	8.73
2	Devendra Surana	23,49,382	7.34
3	Vinita Surana	7,48,692	2.34
4	Nagesh Boorugu	-	-
5	Dr R.N. Sreenath	-	-
6	D.Venkata Subbaiah	-	-

Remuneration of our Directors:

Non-Executive Directors are paid Sitting Fee for attending the Board and Committee Meetings. None of the Executive Director is drawing salary from the Company. There were no pecuniary transactions with any non-executive director of the Company.

Corporate Governance:

The provisions with respect to the Corporate Governance will be applicable upon Listing of the Shares on the Stock Exchanges. Our Company administers Corporate Governance through Board and the Committees of the Board. In compliance with the requirement of the Regulation 17-27 of SEBI (Listing Obligation & Disclosures) Requirements, 2015, the Company has constituted following Board level Committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee.

Audit Committee:

The composition of the Audit Committee is as follows:

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship
1	Shri Sri Nagesh Boorugu	Chairman	Independent Director
2	Dr R.N. Sreenath	Member	Independent Director

3	Shri D.Venkata Subbaiah	Member	Independent Director
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Terms of Reference:

The Audit Committee shall act in accordance with the terms of reference specified by the Board of Directors of the Company which inter-alia includes:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and Monitor the auditor's independence and performance and effectiveness of Audit process;
- Examination of the financial statement and auditor's report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investment;
- Valuation of undertaking or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Carrying out any other functions contained in the Listing Regulations, as amended from time to time;
- To perform such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time;

Stakeholders Relationship Committee:

The composition of the Stakeholders Relationship Committee is as follows:

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship
1	Dr R.N. Sreenath	Chairman	Independent Director
2	Shri Narendra Surana	Member	Non-Executive Director
3	Shri Devendra Surana	Member	Executive Director

Terms of reference:

- To look into the redressal of shareholders' and investor's complaints relating to transfer/transmission of shares, non-receipt of Annual Reports, Non-receipts of declared dividend etc;
- To consider and resolve the grievances of security holders of the company;
- To perform such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time.

Mr.Rohit Jain, Company Secretary, is the Secretary of the Committee.

Nomination and Remuneration Committee:

The Composition of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship
1	Dr.R.N.Sreenath	Chairman	Independent Director
2	Nagesh Boorugu	Member	Independent Director
3	Narender Surana	Member	Non-Executive Director

Terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and Board;

- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall carry out evaluation of every directors' performance;
- To formulate policy relating to the remuneration for directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal;
- To perform such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time.

Change in Board of Director since incorporation:

Name of Director	Date of Appointment	Date of cessation	Reason
Narender Surana	25.04.2006	--	--
Devendra Surana	25.04.2016*	--	--
Manish Surana	25.04.2016	17.03.2017	Resignation
Vinita Surana	17.03.2017	--	--
Nagesh Boorugu	17.03.2017	--	--
Dr.R.N.Sreenath	17.03.2017	--	--
D.Venkata Subbaiah	17.03.2017	--	--

Change in designation from Director to Whole-time Director w.e.f. 17.03.2017.

Key Managerial Personnel:

Name	Designation	Date of Appointment
Devendra Surana	Whole-time Director	17.03.2017
Bhavana Dagia	Chief Financial Officer	17.03.2017
Rohit Jain	Company Secretary & Compliance Officer	17.03.2017

Brief Profile of the Key Managerial Personnel:

Shri Devendra Surana:

Shri Devendra Surana is a graduate in Mechanical Engineer and holds a Post Graduate Diploma in Management from IIM, Bangalore and chosen as the Brain of the Batch. Shri Devendra Surana is Managing Director of M/s. Bhagyanagar India Limited and has been in the field of Ferrous & Non Ferrous, Telecom Industry for more than Thirty Years and in the field of Renewable Energy Industry for more than 10 years. He is the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and Founder President of Young Entrepreneur Organization for Hyderabad Chapter and Past President of Rotary Club of Hyderabad Deccan. At present he is the Member of National Executive Committee for Federation of Indian Chambers of Commerce and Industry (FICCI). He is currently the president of the Telengana state council of FICCI.

Ms.Bhavana Dagia:

Bhavana Dagia, a graduate in Commerce from Osmania University and pursuing Chartered Accountant from the Institute of Chartered Accountants of India. She has good experience in the field of finance and accounts.

Shri Rohit Jain:

Rohit Jain is a graduate in Commerce from Osmania University and Qualified Company Secretary from the Institute of Company Secretaries of India in the year 2016. He has rich experience in Corporate Laws, SEBI and FEMA etc.

Shareholding of KMPs

Sr. No.	Name of KMP	Number of equity shares
1	Devendra Surana	23,49,382
2	Bhavana Dagia	0
3	Rohit Jain	0

Changes in the Key Managerial Personnel:

There are no changes in the key managerial personnel of our Company.

Interests of Key Managerial Personnel

The Key Managerial Personnel do not have any interest in our Company other than to the extent of equity shares held by them and any remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further certain of our Key Managerial Personnel are Directors in some of our Group Companies.

Confirmation:

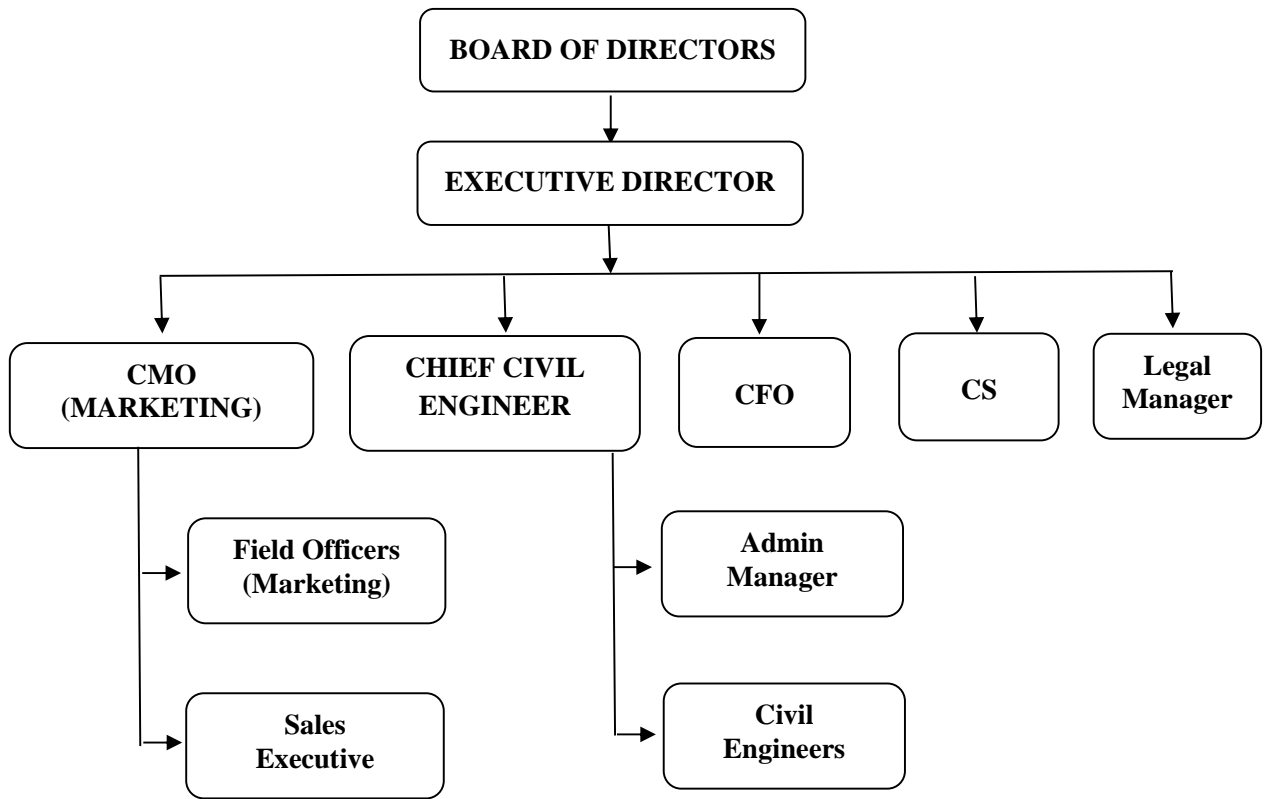
There is no arrangement or understanding with the major shareholders, customers, supplier or other pursuant to which any of our Directors were appointed on the Board.

Interest of the Directors of the Company:

All the Directors, including Independent Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meeting of the Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them. In addition, the compensation payable to Directors may include commission representing a percentage of profits subject to the limits prescribed under applicable laws.

All the Directors, including Independent Directors, may also be deemed to be interested to the extent of Equity Shares, if any, already held by or that may be allotted to them or to the Companies, firms and trusts, in which they are interested as Directors, Members, Partners, and/or Trustees, out of present scheme and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. The Directors may also be deemed to be interested to the extent of the fees and any other payments that may be made to the Companies in which they are Directors.

ORGANISATION CHART



PROMOTERS, PROMOTERS GROUP AND GROUP COMPANIES

Our Promoters and Promoters Group together hold 2,39,93,678 Equity Shares, equivalent to 74.99% of the Paid-up Share Capital of the Company. The Promoter and Promoter Group of the Company are:

1) Shri Narender Surana	-	Promoter
2) Shri Devendra Surana	-	Promoter
3) Shri Manish Surana	-	Promoter
4) Smt. Sunita Surana	-	Promoter
5) Smt. Namrata Surana	-	Promoter
6) Shri RSRV Krishna Rao	-	Promoter
7) Bhagyanagar India Limited	-	Promoter
8) Shri.Advait Surana	-	Promoter Group
9) Shri G.M.Surana	-	Promoter Group
10) Ms. Mitali Surana	-	Promoter Group
11) Shri Rahul Surana	-	Promoter Group
12) Ms. Shresha Surana	-	Promoter Group
13) Mrs. Nivruthi Surana	-	Promoter Group
14) Mrs. Chand Kanwar	-	Promoter Group
15) Ms. Vinita Surana	-	Promoter Group
16) Shri Narender Surana (HUF)	-	Promoter Group
17) Shri Devendra Surana (HUF)	-	Promoter Group
18) Shri G M Surana (HUF)	-	Promoter Group
19) Surana Infocom Private Limied	-	Promoter Group
20) Bhagyanagar Securities Pvt Ltd	-	Promoter Group
21) Surana Telecom and Power Ltd	-	Promoter Group

1) Shri Narender Surana:

Passport No.: Z3432358
PAN: AINPS9088F

Please refer “Management-Brief Profile of Directors, refer page no.94-95 of Information Memorandum”

Confirmation

Shri. Narender Surana has not been declared as wilful defaulter by RBI or any other Governmental Authority and there are no violations of securities laws committed by him in the past or are pending against him.

2) Shri Devendra Surana:

Passport No.: H3076190
PAN: AINPS9086M

Please refer “Management-Brief Profile of Directors, refer page no.94-95 of Information Memorandum”

Confirmation

Shri. Narender Surana has not been declared as wilful defaulter by RBI or any other Governmental Authority and there are no violations of securities laws committed by him in the past or are pending against him.

3) Shri Manish Surana:

Passport No.: Z3789847
PAN: AYYPS2083H

Shri. Manish Surana hold a Bachelor Degree in Business Administration and is technologically savvy management graduate with multiple job experiences. He is a Director (Finance & Technical) of Surana Solar Limited. He holds other Directorships in Surana Group of Companies.

Confirmation

Mr. Manish Surana has not been declared as wilful defaulter by RBI or any other Governmental Authority and there are no violations of securities laws committed by him in the past or are pending against him.

4) Smt. Sunita Surana:

Passport No.: Z1865761
PAN: AINPS9087L

Smt Sunita Surana is a Graduate in Science. She is working with M/s Surana Solar Ltd as “Public Relations (Manager)” and handling Administration and Public Relations. Previously she also worked with M/s Surana Telecom and Power Limited in the fields of Marketing, Communications, Technology, R & D, etc.

Confirmation

Smt Sunita Surana has not been declared as wilful defaulter by RBI or any other Governmental Authority and there are no violations of securities laws committed by him in the past or are pending against him.

5) Smt. Namrata Surana:

Passport No.: H3563036
PAN: AINPS9081N

Smt Namrata Surana is a Graduate in Commerce. She is working with M/s Bhagyanagar India Limited as “Public Relations (Manager) and handling Administration and Public Relations.

Confirmation

Smt Namrata Surana has not been declared as wilful defaulter by RBI or any other Governmental Authority and there are no violations of securities laws committed by him in the past or are pending against him.

6) Shri RSRV Krishna Rao:

PAN: AQPPR8289M

Shri RSRV Krishna Rao is a Graduate in Commerce. He worked with Bhagyanagar India Limited as Manager in Personal and Administration for 14 years. He also worked in Andhra Pradesh Secretariat and M/s.Bharat Heavy Electronics Limited.

Confirmation

Shri RSRV Krishna Rao has not been declared as wilful defaulter by RBI or any other Governmental Authority and there are no violations of securities laws committed by him in the past or are pending against him.

7. M/s. Bhagyanagar India Limited**Brief profile:**

M/s. Bhagyanagar India Limited (Promoter of Bhagyanagar Properties Limited) Founded by Mr. GM Surana in 1985, is a flagship Company of Surana Group. Bhagyanagar India Ltd is among the oldest and largest companies producing copper products in India. BIL is known for its fair trade practices, quality and dependability. BIL deals in Copper products such as Copper Rod, Strips, Pipes, Busbars, Sheets among others and has been a partner to its clients who are primarily Original Equipment Manufacturer (OEM). Over the years the organisation has diversified into Telecom products, Solar products and Real Estate. The Company forayed into the non conventional energy sector with a wind power project with an installed capacity of 9 MW at Kapatigudda, Karnataka State. The Company is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

Board of Directors:

1. G.Mangilal Surana
2. O.Swaminatha Reddy
3. R.Surender Reddy
4. Kamlesh Gandhi
5. D.Venkatasubbiah
6. Madhumathi Suresh
7. Narender Surana
8. Devendra Surana
9. Narender Munoth
10. N.Krupakar Reddy

Shareholding Pattern as on 31.12.2016:

Category	No.of Holders	No. of Shares @ ₹ 2/- each	% To Equity
Promoters	21	36,763,555	57.452032
Resident Individuals	10,004	12,572,754	19.647998
Promoters Bodies Corporate	5	11,138,132	17.406051
Indian Financial Institutions	2	1,495,631	2.337289
Bodies Corporates	219	1,153,940	1.803313
H U F	260	450,227	0.703590
Government	1	176,700	0.276137
Non Resident Indians	55	145,695	0.227684
Non Resident Indian Non Repatriable	24	43,904	0.068611
NBFC	3	26,895	0.042030
Clearing Members	20	11,027	0.017232
Mutual Funds	2	10,500	0.016409
Banks	1	540	0.000844
Trusts	1	500	0.000781
Total	10,618	63,990,000	100.00

Financial performance:

The audited financial results of Bhagyanagar India Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March	As on March31,	As on March
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	31, 2016	2015	31, 2014
Share Capital	12,79,80,000	12,79,80,000	12,79,80,000
Sales and other income	293,74,76,172	261,34,62,675	233,86,44,223
Profit/Loss after tax	2,01,94,431	2,05,02,843	2,63,46,400
Reserves (excluding revaluation reserves) and Surplus	199,28,21,522	195,94,78,884	195,41,99,798
Earning per share (in ₹)	0.32	0.32	0.41
Diluted Earning per share	0.32	0.32	0.41
Net Asset Value per share	33.14	32.62	32.54

Stock Market Data

The details of the highest and lowest price on the BSE and the NSE during the preceding months are as follows:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr' 2015	18.85	16.40	18.35	16.55
May' 2015	18.90	16.00	17.70	16.40
Jun' 2015	17.40	15.15	17.00	15.35
Jul' 2015	18.95	15.45	17.80	15.25
Aug' 2015	19.20	13.90	18.90	14.05
Sep' 2015	22.50	14.15	22.50	14.40
Oct' 2015	22.10	17.65	20.90	18.00
Nov' 2015	22.30	16.85	21.00	17.35
Dec' 2015	20.60	17.55	20.70	18.10
Jan' 2016	23.50	16.05	23.50	16.25
Feb' 2016	21.40	15.05	20.10	15.35
Mar' 2016	19.60	15.55	18.00	16.10

PROMOTER GROUP COMPANIES:

1) SURANA INFOCOM PRIVATE LIMITED

Brief Profile:

Surana Infocom Private Limited was incorporated on February 3rd, 1988 under the Companies Act 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 3rd Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the Company is U45400TG1988PTC008272. The Company is engaged in the business to design, develop, produce information technology services including E-Commerce, systems analysis, design and development, distributed computing, data base design and implementation, operating systems, and other emerging areas of computer technology including feasibility studies, benchmark tests, sale of computer time, remote Data Processing such as Medical Transcription, Deposition summary, GIS etc. and also to provide infrastructure facilities and construction activities.

Board of Directors:

1. Narender Surana
2. Devendra Surana
3. Chand Kanwar

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	2,96,790	24.061
Devendra Surana	2,83,790	23.007
G Mangilal Surana	2,37,640	19.266
Bhagyanagar India Limited	1,25,000	10.134
Chand Kanwar	52,260	4.237
Manish Surana	52,000	4.216
Sunita Surana	39,260	3.183
Namrata Surana	36,400	2.951
G. Mangilal Surana (MHUF)	26,000	2.108
Narender Surana (HUF)	26,000	2.108
Rahul Surana	26000	2.108
Devendra Surana (HUF)	13,000	1.054
R. Indra Reddy	5,000	0.405
R. Surender Reddy	5,000	0.405
N. Lahoti	2,750	0.223
Nivriti Surana	2600	0.211
Vinita Surana	1,500	0.122
Prashant Kumar Krishnachandra Lahoti (HUF)	1,250	0.101
Sarita Venkatesh	1,000	0.081
Narender Munoth	260	0.021
Total	12,33,500	100.00

Financial performance:

The audited financial results of Surana Infocom Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,23,35,000	1,23,35,000	1,23,35,000
Sales and other income	86,57,729	77,02,999	1,22,04,113
Profit/Loss after tax	26,66,915	18,03,738	58,39,196
Reserves and Surplus (excluding revaluation reserves)	21,29,07,477	21,02,40,562	20,84,36,824
Earning per share	2.16	1.46	4.73
Diluted Earning per share	2.16	1.46	4.73
Net Asset Value per share	182.60	180.44	178.98

2) BHAGYANAGAR SECURITIES PRIVATE LIMITED**Brief Profile:**

Bhagyanagar Securities Private Limited was incorporated on November 4th, 1996 under the Companies Act, 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U74920TG1996 PTC025615. The Company engaged in the business of investment, acquire and hold shares, stocks, debenture stocks and securities and also to carry out financing operations and perform financing services including factoring, housing finance, making of loans both short and long term, lease operations of all kinds, hiring or

letting on hire all kinds of plant and machinery and equipment and related activities.

Board of Directors:

1. Narender Surana
2. Devendra Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of shareholding
Surana Telecom and Power Limited	1,50,000	17.61
G Mangilal Surana	80,000	9.39
Narender Surana	79,900	9.38
Devendra Surana	79,900	9.38
Chand Kanwar	80,000	9.39
Sunita Surana	80,000	9.39
Namrata Surana	80,000	9.39
Manish Surana	1,60,000	18.78
Vinita Surana	10,000	1.17
Adavait Surana	52,000	6.10
Total	8,51,800	100.00

Financial Performance:

The audited financial results of Bhagyanagar Securities Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	85,18,000	85,18,000	85,18,000
Sales and other income	83,39,49,081	8,52,62,505	3,00,65,132
Profit/Loss after tax	34,72,924	5,39,04,403	87,75,406
Reserves and Surplus (excluding revaluation reserves)	15,34,03,055	14,99,30,131	3,39,85,694
Earning per share	4.08	63.28	10.30
Diluted Earning per share	4.08	63.28	10.30
Net Asset Value per share	190.09	186.01	49.90

3) SURANA TELECOM AND POWER LIMITED

Brief Profile:

Surana Telecom and Power Limited was incorporated on August 14th August, 1989 under the Companies Act 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is L23209TG1989 PLC010336. The Company has been incorporated to carry on the business of manufacturing of Optic Fibre / Cable wires and aluminium wire rods etc. It is also engaged in the business of manufacturing of Solar Modules and also has Solar Power generation unit situated at Gujarat Solar Park, Charanka Village, Santalpur Taluk, Patan District, Gujarat. The Company is currently listed on National Stock Exchange of India (NSE) and Bombay Stock Exchange of India (BSE).

Board of Directors:

1. Narender Surana
2. Devendra Surana
3. Dr.R.N.Sreenath

4. Nirmal Kumar Jain
5. D.Venkatasubbiah
6. Sandeep Jain
7. Vinita Surana
8. Baunakar Shekarnath

Shareholding Pattern as on 31.12.2016:

Category	No.of Holders	No. of Shares @ ₹ 2/- each	% To Equity
Promoters	19	64,009,107	61.53
Resident Individuals	8,236	22,791,464	21.91
Promoters Bodies Corporate	5	14,007,110	13.47
Bodies Corporates	194	1,150,352	1.10
Non Resident Indians	56	607,518	0.58
Foreign Portfolio Investors	1	550,000	0.53
H U F	127	381,383	0.37
Overseas Corporate Bodies	2	292,500	0.28
Non Resident Indian Non Repatriable	13	104,639	0.10
Mutual Funds	5	71,000	0.07
Banks	2	21,000	0.02
Clearing Members	8	17,717	0.02
Foreign Institutional Investors	1	14,000	0.01
NBFC	1	4,210	0.00
Total	8,670	104,022,000	100.00

Financial performance

The audited financial results of Surana Telecom and Power Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	10,40,22,000	10,40,22,000	10,40,22,000
Sales and other income	22,01,25,276	19,02,92,091	31,24,35,367
Profit/Loss after tax	1,30,42,730	1,98,70,740	72,90,559
Reserves and Surplus (excluding revaluation reserves)	48,81,08,525	47,50,65,794	47,03,92,084
Earning per share (in ₹)	0.13	0.19	0.07
Diluted Earning per share	0.13	0.19	0.07
Net Asset Value per share	5.88	5.75	5.78

Stock Market Data

The details of the highest and lowest price on the BSE and the NSE during the preceding months are as follows:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr' 2015	16.95	10.75	17.44	10.01
May' 2015	11.95	8.45	12.10	8.51
Jun' 2015	9.15	4.95	9.79	4.93
Jul' 2015	7.90	5.05	7.90	5.03

Aug' 2015	6.90	3.80	7.09	4.20
Sep' 2015	4.65	3.10	4.88	3.10
Oct' 2015	5.70	4.25	5.73	4.26
Nov' 2015	5.55	4.35	5.59	4.36
Dec' 2015	6.90	5.00	7.00	5.02
Jan' 2016	8.90	5.00	9.00	5.00
Feb' 2016	6.60	4.55	6.50	4.30
Mar' 2016	5.80	4.90	5.70	4.87

Interest of our Promoters in the Promotion of our Company

Our Promoters are interested in the promotion of our Company and are also interested to the extent of their shareholding of Equity Shares from time to time, for which they are entitled to receive the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them under the Articles/their terms of appointment.

Our Promoters do not have any interest in any property acquired by our Company within two years of the date of this Information Memorandum or currently proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Other Information

Further, our Promoters have not been identified as wilful defaulter by the Reserve Bank of India or any Government Authority and there are no violations of securities laws committed by our Promoters in the past and no such proceedings are pending against our Promoters. No penalties have been imposed on our promoters by any statutory or regulatory authority in the last five years.

Further, SEBI has not barred or restricted any of our Promoters from accessing capital markets for any reasons.

Payment of benefits to our Promoters and Promoter Group during the last two years:

Other than the benefits mentioned in the related party transactions as per AS-18 there has been no payment of any amount of benefits to our Promoters or the members of our Promoter Group during the last two years from the date of this Information Memorandum nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of this Information Memorandum. For further details, please refer to the paragraph titled "Related Party Transactions" beginning on page 150 in the chapter titled "Financial Information" beginning on page 140 of this Information Memorandum.

OUR GROUP COMPANIES

Pursuant to clause 2(1) (za) and (zb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, the financials and other information of the promoter group companies are given below:

S.No	Name of Company	S.No	Name of Company
1	Surana Solar Limited	19	Value Infrastructure & Properties Pvt Ltd
2	Bhagyanagar Metals Limited	20	AP Golden Apparels Private Limited
3	Globecom Infotech Private Limited	21	Royal Skyscrapers India Private Limited
4	Surana Solar Systems Private Limited	22	Bhagyanagar Entertainment & Infra Development Company Pvt Ltd
5	Metropolitan Ventures India Limited	23	Hyderabad Solar Limited
6	Scientia Infocom India Private Limited	24	Corpmedia Publications India Pvt Ltd
7	Solar Dynamics Private Limited	25	Globecom Infra Ventures India Pvt Ltd
8	Epicenter Entertainment Private Limited	26	GMS Realtors Private Limited
9	Majestic Logistics Private Limited	27	Shahsons Private Limited
10	Innova Infrastructure Private Limited	28	Solarworld Exchange Private Limited
11	Innova Technologies Private Limited	29	Stealth Energy Private Limited
12	Bhagyanagar Energy and Telecom Pvt Ltd	30	Tejas Techno Park Private Limited
13	Crescentia Labs Private Limited	31	Bhagyanagar Industrial Park
14	Bhagyanagar Green Energy Limited	32	Indian Solar Power Producers Association
15	Aryavaan Renewable Energy Pvt Ltd	33	Tejas India Solar Energy Private Limited
16	Bhagyanagar Ventures Private Limited	34	Crescentia Solar Private Limited
17	Everytime Foods Industries Pvt Ltd	35	Andhra Electro Galvanising Works
18	Green Energy Systems Private Limited		

1. SURANA SOLAR LIMITED

Brief Profile

Surana Solar Limited was incorporated on 8th November, 2006 under the companies act 1956 with the Registrar of the companies, Hyderabad .The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is L45200TG2006PLC051566. Surana Solar Ltd is engaged in the business of manufacture of Solar Photovoltaic modules and generation of solar energy. The Company is also into EPC of Power Projects on turnkey basis on MW scale. The Company is currently listed on National Stock Exchange of India (NSE) and Bombay Stock Exchange of India (BSE).

Board of Directors:

1. G.Mangilal Surana
2. Narender Surana
3. Devendra Surana
4. Manish Surana
5. O.Swaminatha Reddy
6. R.Surender Reddy
7. Dr.R.N.Sreenath
8. Nirmal Kumar Jain
9. Madhumathi Suresh

Shareholding Pattern as on 31.12.2016:

Category	No. of Holders	No. of Shares @ ₹ 2/- each	% To Equity
Promoters Bodies Corporate	6	20,549,002	41.760662
Promoters	19	15,189,689	30.869211
Resident Individuals	12,096	10,753,167	21.853099
Bodies Corporates	290	1,315,100	2.672609
Non Resident Indians	144	593,930	1.207013
H U F	208	353,847	0.719105
Foreign Portfolio Investors	2	210,000	0.426772
Overseas Corporate Bodies	2	87,750	0.178330
Non Resident Indian Non Repatriable	27	69,182	0.140595
Clearing Members	33	51,176	0.104002
Mutual Funds	5	21,300	0.043287
Banks	3	7,905	0.016065
Foreign Institutional Investors	1	4,200	0.008535
NBFC	1	352	0.000715
Total	12,837	49,206,600	100.00

Financial performance:

The audited financial results of Surana Solar Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March31, 2015	As on March 31, 2014
Share Capital	24,60,33,000	24,60,33,000	24,60,33,000
Sales and other income	119,40,20,299	126,11,88,351	127,83,69,250
Profit/Loss after tax	2,12,59,775	8,43,56,136	3,03,49,680
Reserves (excluding revaluation reserves) and Surplus	25,37,41,004	23,24,81,230	17,77,54,895
Earning per share (in ₹)	0.43	1.71	0.62
Diluted Earning per share	0.43	1.71	0.62
Net Asset Value per share	10.16	9.72	8.61

Stock Market Data

The details of the highest and lowest price on the BSE and the NSE during the preceding months are as follows:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr' 2015	73.00	60.70	73.90	63.50
May' 2015	66.40	51.00	65.90	52.50
Jun' 2015	62.40	22.35	63.10	22.35
Jul' 2015	26.85	20.15	26.65	20.20
Aug' 2015	25.50	15.35	25.60	15.50
Sep' 2015	17.75	14.25	17.55	14.95
Oct' 2015	21.40	16.25	20.70	16.40
Nov' 2015	23.60	15.00	23.45	15.50

Dec' 2015	22.70	19.00	22.50	19.45
Jan' 2016	39.75	21.20	39.75	21.65
Feb' 2016	33.10	21.55	32.95	21.65
Mar' 2016	25.40	20.30	25.65	20.60

2. BHAGYANAGAR METALS LIMITED

Brief Profile:

Bhagyanagar Metals Limited was incorporated on September 25th, 2006 under the Companies Act 1956 with the Registrar of the Companies, Hyderabad. The Registered Office of the Company is situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the company is U27310TG2006 PLC051252. The Company is engaged in the business to carry on the business as copper, lead, iron and steel brass founders, masters, workers, makers, extrusion of all or any of the types of ferrous and non-ferrous metals of all sorts of re-rolling copper and steel products and other ferrous and non-ferrous metals.

Board of Directors:

1. G. Mangilal Surana
2. Manish Surana
3. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No. of Equity Shares of ₹ 10/- each	Percentage of Shareholding
M/s. Bhagyanagar India Limited	49,940	99.88
G.M. Surana	10	0.02
Narender Surana	10	0.02
Devendra Surana	10	0.02
Sunita Surana	10	0.02
Namrata Surana	10	0.02
Manish Surana	10	0.02
TOTAL	50,000	100.00

Financial performance

The audited financial results of M/s Bhagyanagar Metals Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,00,000	5,00,000	5,00,000
Sales and other income	17,804	-	1,090
Profit/Loss after tax	3,894	(15,746)	(13,029)
Reserves and Surplus (excluding revaluation reserves)	(88,797)	(92,691)	(76,945)
Earning per share	0.08	(0.31)	(0.26)
Diluted Earning per share	0.08	(0.31)	(0.26)
Net Asset Value per share	8.22	8.15	8.46

3. GLOBECOM INFOTECH PRIVATE LIMITED

Brief Profile:

Globecom Infotech Private Limited was incorporated on July 11th, 2008 under the Companies Act 1956 with

the Registrar of the Companies, Hyderabad. The Registered office of the Company is situated at 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the company is U72900TG2008PTC 060108. The Company is engaged in the business to carry in India or abroad the business to manufacturing and distributing and to act as consultants or otherwise to deal and engage in providing Business to Business (B2B) relating to palm pilots, Mobile phones and other complete solutions.

Board of Directors:

1. Manish Surana
2. G. Mangilal Surana
3. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 2/- each	Percentage of Shareholding
Surana Telecom and Power Limited	49,990	99.98
G. Mangilal Surana	10	0.02
TOTAL	50,000	100.00

Financial performance:

The audited financial results of Globecom Infotech Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(16,985)	(2,94,617)	(45,176)
Reserves and Surplus (excluding revaluation reserves)	6,578	(5,87,186)	(2,92,569)
Earning per share	(0.34)	(5.89)	(0.90)
Diluted Earning per share	(0.34)	(5.89)	(0.90)
Net Asset Value per share	2.13	(9.74)	(3.85)

4. SURANA SOLAR SYSTEMS PRIVATE LIMITED**Brief Profile:**

Surana solar System Private Limited was incorporated on December 6th, 2012 under the companies act 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at Door No 1-7-4 to 10/C/4, 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U40108TG2012PTC084662. The Company is engaged in the business of generation of 5 MW solar power situated at Shankapur Village, Shankarampet Mandal, Medak District, Telangana.

Board of Directors:

1. Narender Surana
2. Devendra Surana
3. Chetan Kumar Thota
4. Gurpreet Kaur Sandhu
5. Shabari Kalappa
6. Rahul Somany

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
M/s. Surana Telecom and Power Ltd	33,15,000	51.00
M/s. Surana Infocom Private Limited	16,79,700	25.84
M/s Vartika Wire Products Pvt Ltd	15,00,000	23.08
Yash R Choudhari	100	0.001
Ranjit S Choudhari	100	0.001
Ranjit S Choudhari (HUF)	100	0.001
Manish Surana	1000	0.015
Chetan Kumar Thota	1000	0.015
Rahul Somany	1000	0.015
Gurpreet Kaur Sadhu	1000	0.015
Shabari Kalappa	1000	0.015
TOTAL	65,00,000	100.00

Financial performance:

The audited financial results of Surana Solar Systems Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	6,50,00,000	5,00,00,000	5,00,00,000
Sales and other income	3,45,46,524	51,08,849	4,22,031
Profit/Loss after tax	(2,953)	(35,44,330)	(2,33,259)
Reserves and Surplus (excluding revaluation reserves)	(38,82,826)	(38,79,873)	(3,35,544)
Earning per share	0.00	(0.71)	(0.05)
Diluted Earning per share	0.00	(0.71)	(0.05)
Net Asset Value per share	9.40	7.09	7.64

5. METROPOLITAN VENTURES INDIA LIMITED**Brief Profile:**

Metropolitan Ventures India Limited was incorporated on March 6th, 2007 under the Companies Act 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at Block "A" 3rd Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U45200TG2007PLC053036. The Company was incorporated for the purpose of carrying on business as builders, construction, EPC & trunk contracts, real estate and providing infrastructure facilities. With effect of Scheme, the Company has become wholly owned subsidiary of Bhagyanagar Properties Limited.

Board of Directors:

1. Devendra Surana
2. Manish Surana
3. N.Krupakar Reddy

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
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M/s. Bhagyanagar India Limited	4,99,994	99.9988
G Mangilal Surana	1	0.0002
Narender Surana	1	0.0002
Devendra Surana	1	0.0002
Namrata Surana	1	0.0002
Sunita Surana	1	0.0002
Manish Surana	1	0.0002
Total	5,00,000	100.00

Financial performance:

The audited financial results of Metropolitan Ventures India Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	50,00,000	50,00,000	50,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(16,780)	(13,716)	(8,064)
Reserves and Surplus (excluding revaluation reserves)	23,89,267	24,06,047	24,19,763
Earning per share	(0.03)	(0.03)	(0.02)
Diluted Earning per share	(0.03)	(0.03)	(0.02)
Net Asset Value per share	14.78	14.81	14.84

6. SCIENTIA INFOCOM INDIA PRIVATE LIMITED**Brief Profile:**

Scientia Infocom India Private Limited was incorporated on November 7th, 2005 under the Companies Act, 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at II Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U72200TG2005PTC047966. The Company was incorporated for the purpose of carrying on the business to provide information technology services, computer hardware and software development and consultancy services etc. With effect of Scheme, the Company has become subsidiary of Bhagyanagar Properties Limited

Board of Directors:

1. Narender Surana
2. Devendra Surana
3. Manish Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Bhagyanagar India Limited	30,39,960	76.00
G. Mangilal Surana	10	0.00
Narender Surana	4,80,000	12.00
Devendra Surana	4,80,000	12.00
Chand Kanwar	10	0.00
Sunita Surana	10	0.00
Namrata Surana	10	0.00
Total	40,00,000	100.00%

Financial performance:

The audited financial results of Scientia Infocom India Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	4,00,00,000	4,00,00,000	4,00,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(2,64,528)	(2,68,267)	(36,075)
Reserves and Surplus (excluding revaluation reserves)	(14,76,894)	(12,12,366)	(9,44,099)
Earning per share	(0.07)	(0.07)	(0.01)
Diluted Earning per share	(0.07)	(0.07)	(0.01)
Net Asset Value per share	9.63	9.70	9.76

7. SOLAR DYNAMICS PRIVATE LIMITED**Brief Profile:**

Solar Dynamics Private Limited was incorporated on September 14th, 2010 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at SY-622, PT-02, Arihant Enclave, Akbar Road, Opp. Adrin Hsg Complex, Tarbund, Secunderabad – 500009. The CIN of the Company is U40108TG2010PTC070419. The Company is engaged in the business to carry on business of generation and distribution of wind power.

Board of Directors:

1. Devendra Surana
2. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Bhagyanagar India Limited	14,80,000	72.37
Selvakumar Spinners Private Limited	2,56,400	12.54
Swami Palani Anadavar Spinners (India) Private Limited	55,000	2.69
Supreme Coated Board Mills Pvt Ltd	2,53,600	12.40
Total	20,45,000	100.00

Financial performance:

The audited financial results of Solar Dynamics Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	2,04,50,000	2,04,50,000	2,00,00,000
Sales and other income	4,04,05,743	17,11,91,902	85,737,743
Profit/Loss after tax	55,03,099	17,25,400	5,493,563
Reserves and Surplus (excluding revaluation reserves)	(52,62,474)	(2,40,624)	(19,66,024)
Earning per share	2.75	0.86	2.75

Diluted Earning per share	2.75	0.86	2.75
Net Asset Value per share	12.57	9.88	8.82

8. EPICENTER ENTERTAINMENT PRIVATE LIMITED

Brief Profile:

Epicenter Entertainment Private Limited was incorporated on October 31st, 2006 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at Block "B", 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U92132TG2006PTC051495. The Company is engaged in the business to promote, establish, maintain, operate of any or all types of promotional projects relating to tourism, culture, heritage, development, music, dance, arts, handicrafts, cottage industries, khadi industries, tours and travels and other related projects all over the world.

Board of Directors:

1. Vinita Surana
2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
G Mangilal Surana	8,330	5.55
Narender Surana	8,335	5.56
Devendra Surana	8,335	5.56
Sunita Surana	8,330	5.55
Namrata Surana	8,330	5.55
Manish Surana	8,330	5.55
M/s Surana Infocom Private Limited	1,00,010	66.68
TOTAL	1,50,000	100.00%

Financial performance:

The audited financial results of Epicenter Entertainment Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	15,00,000	15,00,000	15,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(6,49,659)	(7,17,235)	(8,28,384)
Reserves and Surplus (excluding revaluation reserves)	(40,38,603)	(33,88,944)	(26,71,709)
Earning per share	(4.33)	(4.78)	(5.52)
Diluted Earning per share	(4.33)	(4.78)	(5.52)
Net Asset Value per share	(16.92)	(12.59)	(7.81)

9. MAJESTIC LOGISTICS PRIVATE LIMITED

Brief Profile:

Majestic Logistics Private Limited was incorporated on July 5th, 2006 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U72200TG2006PTC050536.

The Company was incorporated for the purpose of carrying on business of transport of goods, passengers from place to place, to run taxicabs, lorries, cars, trucks from one place to another for the purpose of carrying, conveying, transporting goods, passengers, merchandise or other things and also engaged in the business of infrastructure, real estate and construction activities.

Board of Directors:

1. Manish Surana
2. Vinita Surana
3. Nikita Dhannalal Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Surana Infocom Private Limited	9,999	100.00
Devendra Surana	1	0.00
Total	10,000	100.00

Financial performance:

The audited financial results of Majestic Logistics Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	3,70,534	-	-
Profit/Loss after tax	32,468	(3,36,595)	(2,50,210)
Reserves and Surplus (excluding revaluation reserves)	(9,74,963)	(10,07,431)	(6,70,836)
Earning per share	3.25	(33.66)	(25.02)
Diluted Earning per share	3.25	(33.66)	(25.02)
Net Asset Value per share	(87.50)	(90.74)	(57.08)

10. INNOVA INFRASTRUCTURE PRIVATE LIMITED**Brief Profile:**

Innova Infrastructure Private Limited was incorporated on July 3rd, 2006 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U45200TG2006PTC050511. The Company was incorporated for the purpose of carrying on business as builders and contractors or do any other work in connection with any building or otherwise deal in all kinds of property, house, structures or other land and House property.

Board of Directors:

1. Manish Surana
2. N.Krupakar Reddy

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
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Surana Infocom Private Limited	9,999	100.00
Manish Surana	1	0.00
TOTAL	10,000	100.00

Financial performance:

The audited financial results of Majestic Logistics Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	-	-	1,14,84,500
Profit/Loss after tax	(66,642)	(12,64,138)	1,03,24,095
Reserves and Surplus (excluding revaluation reserves)	99,51,169	1,00,17,810	1,12,81,948
Earning per share	(6.66)	(126.41)	1032.41
Diluted Earning per share	(6.66)	(126.41)	1032.41
Net Asset Value per share	1005.12	1011.78	1138.19

11. INNOVA TECHNOLOGIES PRIVATE LIMITED**Brief Profile:**

Innova Technologies Private Limited was incorporated on May 24th, 2005 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U72200TG2005PTC 046329. The Company was incorporated for the purpose of carrying on the business to undertake the Manufacturing and Trading by the telecom operators and develop the software required for providing telecom services including dealing in the Telecom products like CDMA/GSM based IFWT hand held terminals/ telephones and other related services.

Board of Directors:

1. Narender Surana
2. Sri Nagesh Boorugu
3. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Surana Infocom Private Limited	26,775	51.00
G.M.Surana	6,475	12.33
Narendra Surana	6,475	12.33
Devendra Surana	6,475	12.33
Boorugu Dinesh Kumar	1,300	2.48
Nagesh Boorugu	5,000	9.52
TOTAL	52,500	100.00

Financial Performance:

The audited financial results of Innova Technologies Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,25,000	5,25,000	5,25,000
Sales and other income	1,81,87,991	15,63,071	-
Profit/Loss after tax	(23,22,363)	(30,86,145)	(48,23,564)
Reserves and Surplus (excluding revaluation reserves)	(1,42,91,373)	(1,19,69,010)	(88,61,039)
Earning per share	(44.24)	(59.20)	(91.88)
Diluted Earning per share	(44.24)	(59.20)	(91.88)
Net Asset Value per share	(262.22)	(217.98)	(158.78)

12. BHAGYANAGAR ENERGY AND TELECOM PRIVATE LIMITED

Brief Profile:

Bhagyanagar Energy and Telecom Private Limited was incorporated on November 28th, 1996 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U64204TG1996PTC025823. The Company is engaged in the business of manufacturers, processors, assemblers, dealers, traders, distributors of all types of telephone instruments, inter-coms, accessories and components thereof for tele-communications and to produce, generate, distribute, sell, and supply of renewable energy and also to carry on trade, deal in, distribute, agency of every kind of any description connected with the business of the Company.

Board of Directors:

1. Narender Surana
2. Vinita Surana
3. Baunakar Shekarnath

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
G Mangilal Surana	30,100	12.51
Narender Surana	30,100	12.51
Devendra Surana	30,100	12.51
Chand Kanwar	30,100	12.51
Sunita Surana	30,100	12.51
Namrata Surana	30,100	12.51
Pramod Jain	100	0.04
Manish Surana	60,000	24.93
TOTAL	2,40,700	100.00

Financial Performance:

The audited financial results of Bhagyanagar Energy and Telecom Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	24,07,000	24,07,000	24,07,000
Sales and other income	3,95,72,979	9,81,17,346	6,66,16,318
Profit/Loss after tax	4,02,845	17,49,585	3,54,822

Reserves and Surplus (excluding revaluation reserves)	59,74,014	55,71,169	38,21,583
Earning per share	1.67	7.27	1.47
Diluted Earning per share	1.67	7.27	1.47
Net Asset Value per share	34.82	33.14	25.88

13. CRESCENTIA LABS PRIVATE LIMITED:**Brief Profile:**

Crescentia Labs Private Limited (Formerly known as Bhagyanagar Foods and Beverages Private Limited) was incorporated on October 3rd, 2007 under the companies act 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U24100TG2007PTC055759. The Company is engaged in the business of manufacturing and distributing of all specialty fine chemicals, Aroma Chemicals, Drug Intermediates, APIs and Pharmaceutical Formulations etc.

Board of Directors:

1. Manish Surana
2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	25,000	50.00%
Devendra Surana	25,000	50.00%
TOTAL	50,000	100.00%

Financial performance:

The audited financial results of Crescentia Labs Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,00,000	5,00,000	5,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(6,655)	(3,60,566)	(3,66,963)
Reserves and Surplus (excluding revaluation reserves)	(8,74,558)	(8,67,903)	(5,07,337)
Earning per share	(0.13)	(7.21)	(7.34)
Diluted Earning per share	(0.13)	(7.21)	(7.34)
Net Asset Value per share	7.49	(7.36)	(0.15)

14. BHAGYANAGAR GREEN ENERGY LIMITED**Brief Profile:**

Bhagyanagar Green Energy Limited was incorporated on April 7th, 2005 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company is situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U40300TG2005 PLC045838. The Company is engaged in the business of generation of 5 MW solar power situated at Peddumenthal Village, Pudur Mandal, Ranga Reddy Dist, Telangana.

Board of Directors:

1. G. Mangilal Surana
2. Devendra Surana
3. Manish Surana
4. Dipesh Dinesh Kumar Banker
5. T. Venkatamurali Krishna
6. CM Prakash Rao
7. Gumidelli Srinivas
8. Salla Amba Reddy
9. Sitaram Harihar
10. Sai Kumar Pulakanti

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
AP Golden Apparels Private Limited	42,84,000	51.00
Innova Infrastructure Private Limited	8,16,000	9.71
Value Infrastructure and Properties Pvt Ltd	25,38,000	30.21
Surana Infocom Private Limited	7,05,000	8.40
Devendra Surana	24,980	0.30
Manish Surana	24,970	0.30
Venkatamurali Krishna Tripuraneni	1,000	0.01
Dipesh Dinesh Kumar Banker	1,000	0.01
Mallaiah Prakash Rao Cirigiri	1,000	0.01
Gumidelli Srinivas	1,000	0.01
Amba Reddy Salla	1,000	0.01
Sitaram Harihar	1,000	0.01
Sai Kumar Pulakanti	1,000	0.01
G Mangilal Surana	10	0.00
Narender Surana	10	0.00
Chand Kanwar	10	0.00
Sunita Surana	10	0.00
Namrata Surana	10	0.00
TOTAL	84,00,000	100.00

Financial performance:

The audited financial results of Bhagyanagar Green Energy Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	8,40,00,000	8,40,00,000	5,00,00,000
Sales and other income	3,21,59,709	-	1,00,089
Profit/Loss after tax	(46,34,445)	(63,510)	(4,20,103)
Reserves and Surplus (excluding revaluation reserves)	(55,39,158)	(9,04,714)	(8,41,204)
Earning per share	(0.55)	(0.01)	(0.08)
Diluted Earning per share	(0.55)	(0.01)	(0.08)
Net Asset Value per share	9.34	9.89	5.85

15. ARYAVAAAN RENEWABLE ENERGY PRIVATE LIMITED**Brief Profile:**

Aryavaan Renewable Private Limited was incorporated on September 21st, 2015 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad .The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U40300TG2015PTC100834. The Company is engaged in the business of generation of 5 MW solar power situated at Barhara Village, Sarila Tehsil, Hamirpur District, Uttar Pradesh.

Board of Directors:

1. Shri. Narender Surana
2. Shri. Arun Kumar Kedia
3. Shri. Rupender Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of shareholding
Surana Telecom and Power Limited	5,10,000	51.00
Navkar Solar Power Systems LLP	2,45,000	24.50
Shri Arun Kumar Kedia	2,45,000	24.50
Total	10,00,000	100.00

Financial performance:

The audited financial results of Aryavaan Renewable Energy Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	-	-
Sales and other income	-	-	-
Profit/Loss after tax	(10,028)	-	-
Reserves and Surplus (excluding revaluation reserves)	(10,028)	-	-
Earning per share	(1.003)	-	-
Diluted Earning per share	(1.003)	-	-
Net Asset Value per share	8.997		

16. BHAGYANAGAR VENTURES PRIVATE LIMITED**Brief Profile:**

Bhagyanagar Ventures Private Limited was incorporated on November 11th, 2006 under the companies act 1956 with the Registrar of the companies, Hyderabad .The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003.The CIN of the company is U70102TG2006PTC051614. The Company is engaged in the business to carry on the business as Builders and contractors or do any other work in connection with construction of buildings, highways, harbors and ports, or in connection therewith or normally incidental.

Board of Directors:

1. Manish Surana
2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of shareholding
G. Mangilal Surana	1,58,333	16.67
Narender Surana	1,58,333	16.67
Devendra Surana	1,58,333	16.67
Sunita Surana	1,58,330	16.67
Namrata Surana	1,58,330	16.67
Manish Surana	1,58,331	16.67
Lalit Kumar Baid	10	0.00
TOTAL	9,50,000	100.00%

Financial performance:

The audited financial results of Bhagyanagar Ventures Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	95,00,000	95,00,000	95,00,000
Sales and other income	8,21,520	8,21,520	8,21,520
Profit/Loss after tax	2,48,107	3,09,147	1,98,380
Reserves and Surplus (excluding revaluation reserves)	(2,41,53,883)	(2,44,01,990)	(2,47,11,137)
Earning per share	0.26	0.33	0.21
Diluted Earning per share	0.26	0.33	0.21
Net Asset Value per share	(15.43)	(15.69)	(16.01)

17. EVERYTIME FOODS INDUSTRIES PRIVATE LIMITED**Brief Profile:**

Everytime Foods Industries Private Limited was incorporated on June 30th, 1983 under the Companies Act 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U15499TG1983PTC027742. The Company was incorporated for the purpose of carrying on the business of all kinds of agricultural, horticultural, dairy, poultry and farm, produce, process, prepare, buy, sell and deal in all kinds of food products including food grains, cereals, seeds, oil seeds, plants, flowers, vegetables, fruits, edible oils etc.

Board of Directors:

1. Vinita Surana
2. Devendra Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of shareholding
Narender Surana	5,006	49.99
Devendra Surana	5,006	49.99
G Mangilal Surana	1	0.01
S J Kapoor	1	0.01
Total	10,014	100.00

Financial performance:

The audited financial results of Everytime Foods Industries Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,140	1,00,140	1,00,140
Sales and other income	-	-	-
Profit/Loss after tax	(39,156)	(37,874)	(94,646)
Reserves and Surplus (excluding revaluation reserves)	(4,48,334)	(4,09,177)	(3,71,303)
Earning per share	(3.91)	(3.78)	(9.45)
Diluted Earning per share	(3.91)	(3.78)	(9.45)
Net Asset Value per share	(34.77)	(30.86)	(27.07)

18. GREEN ENERGY SYSTEM PRIVATE LIMITED**Brief Profile:**

Green Energy System Private Limited was incorporated on February 21st, 2008 under the Companies Act 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U40100TG2008PTC057738. The Company was incorporated for the purpose of carrying on the business of generating and supplying of electricity and all forms of energy that may be permitted by official policy, and any such Products.

Board of Directors:

1. Vinita Surana
2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	4500	45.00
Devendra Surana	5000	50.00
Manish Surana	500	5.00
Total	10,000	100.00

Financial performance:

The audited financial results of Green Energy Systems Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	65,15,136	-	69,20,962
Profit/Loss after tax	(11,609)	(71,441)	(17,662)
Reserves and Surplus (excluding revaluation reserves)	3,199	14,808	86,249
Earning per share	(1.16)	(7.14)	(1.77)
Diluted Earning per share	(1.16)	(7.14)	(1.77)
Net Asset Value per share	10.32	11.48	18.62

19. VALUE INFRASTRUCTURE AND PROPERTIES PRIVATE LIMITED**Brief Profile**

Value Infrastructure and Properties Private Limited was incorporated on September 4th, 1985 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the Company is U27310TG1985PTC005763. The Company was incorporated for the purpose of carrying on business as builders and contractors or do any other work in connection with any building or otherwise deal in all kinds of property, house, structures or other land and House property.

Board of Directors:

1. Vinita Surana
2. Devendra Surana
3. Chand Kanwar

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
G Mangilal Surana	100	0.008
Narender Surana	6,04,800	48.384
Devendra Surana	6,05,000	48.400
Chand Kanwar	100	0.008
Manish Surana	20,000	1.600
Advait Surana	20,000	1.600
Total	12,50,000	100.00

Financial Performance:

The audited financial results of Value Infrastructure and Properties Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,25,00,000	1,25,00,000	1,25,00,000
Sales and other income	82,756	2,01,667	13,66,372
Profit/Loss after tax	38,918	91,980	64,454
Reserves and Surplus (excluding revaluation reserves)	1,36,51,053	1,36,12,135	1,35,20,156
Earning per share	0.03	0.07	0.05
Diluted Earning per share	0.03	0.07	0.05
Net Asset Value per share	20.92	20.89	20.82

20. AP GOLDEN APPARELS PRIVATE LIMITED**Brief Profile:**

AP Golden Apparels Private Limited was incorporated on September 11th, 2003 under the companies act 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the company is U18109TG2003PTC063875. The Company is engaged to carry on the business of manufacturers and retail dealers in shirts, suits, underwears, sweaters and hosiery goods of every kind and descriptions.

Board of Directors:

Narender Surana
Devendra Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Surana Infocom Private Limited	59,75,663	100.00
Narender Surana	1	0.00
Devendra Surana	1	0.00
Total	59,75,665	100.00

Financial performance:

The audited financial results of AP Golden Apparels Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,97,56,650	5,97,56,650	5,97,56,650
Sales and other income	16,53,187	9,88,595	9,47,393
Profit/Loss after tax	5,76,145	10,520	(37,019)
Reserves and Surplus (excluding revaluation reserves)	(3,37,72,162)	(3,43,48,307)	(3,43,58,827)
Earning per share	0.10	0.00	(0.01)
Diluted Earning per share	0.10	0.00	(0.01)
Net Asset Value per share	4.35	4.25	4.25

21. ROYAL SKYSCRAPERS INDIA PRIVATE LIMITED**Brief Profile:**

Royal Skyscrapers India Private Limited was incorporated on November 29th, 2005 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the company is U74999TG2005PTC048218. The Company is engaged to carry on, in India or abroad, the business as construction of building, bridges or otherwise deal in all kinds of property, house, structures or other land and House property.

Board of Directors:

1. Narender Surana
2. N.Krupakar Reddy

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Surana Infocom Private Limited	49,999	100.00
Narender Surana	1	0.00
Total	50,000	100.00

Financial performance:

The audited financial results of Royal Skyscrapers India Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on	As on	As on
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	March 31, 2016	March 31, 2015	March 31, 2014
Share Capital	5,00,000	5,00,000	5,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(6,246)	(7,470)	(5,468)
Reserves and Surplus (excluding revaluation reserves)	29,53,184	29,59,430	29,66,900
Earning per share	(0.12)	(0.15)	(0.11)
Diluted Earning per share	(0.12)	(0.15)	(0.11)
Net Asset Value per share	69.06	69.19	69.34

22. BHAGYANAGAR ENTERTAINMENT & INFRA DEVELOPMENT COMPANY PVT LTD

Brief Profile:

Bhagyanagar Entertainment & Infra Development Company Private Limited was incorporated on August 29th, 2007 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the Company is U45209TG2007PTC055313. The company's objective is to identify and develop projects through surveys and investigations, in various infrastructure sectors such as Entertainment including hotels, resorts, parks, technology parks, science parks, water sports, Leisure, Tourism including medical tourism, Transportation including water, air and all kinds of surface transport, Housing, Information Technology Parks, Special Economic Zones and Area development projects.

Board of Directors:

1. Vinita Surana
2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Hyderabad Solar Limited	1500	3.00
Bhagyanagar India Limited	23,500	47.00
Narender Surana	12,500	25.00
Devendra Surana	12,500	25.00
Total	50,000	100.00

Financial Performance:

The audited financial results of Bhagyanagar Entertainment & Infra Development Company Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,00,000	5,00,000	5,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(5,230)	(9,205)	(17,194)
Reserves and Surplus (excluding revaluation reserves)	(5,69,615)	(5,64,385)	(5,55,180)
Earning per share	(0.10)	(0.18)	(0.34)
Diluted Earning per share	(0.10)	(0.18)	(0.34)
Net Asset Value per share	(1.39)	(1.29)	(1.10)

23. HYDERABAD SOLAR LIMITED:

Brief Profile:

Hyderabad Solar Limited was incorporated on January 15th, 2003 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U40300TG2003PLC040294. The Company was incorporated for the purpose of carrying on the business of generating, transmitting, distributing, supplying and dealing in electricity and all forms of energy and power including and without limitation through solar, photovoltaic etc.

Board of Directors:

1. Manish Surana
2. Vinita Surana
3. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
G. Mangilal Surana	20,000	12.50
Narender Surana	65,000	40.62
Devendra Surana	65,000	40.62
Nagesh Boorugu	10,000	6.25
Namrata Surana	5	0.00
Vinita Surana	3	0.00
Manish Surana	2	0.00
TOTAL	1,60,010	100.00

Financial Performance

The audited financial results of Hyderabad Solar Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	16,00,100	16,00,100	16,00,100
Sales and other income	-	-	-
Profit/Loss after tax	(29,215)	(5,52,125)	(38,211)
Reserves and Surplus (excluding revaluation reserves)	(15,50,338)	(15,21,123)	(9,68,998)
Earning per share	(0.18)	(3.45)	(0.24)
Diluted Earning per share	(0.18)	(3.45)	(0.24)
Net Asset Value per share	0.31	0.49	3.94

24. CORPMEDIA PUBLICATIONS INDIA PRIVATE LIMITED**Brief Profile:**

Corpmmedia Publication India Private Limited was incorporated on November 11th, 2008 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the company is U22190TG2008PTC061786. The Company was incorporated for the purpose of carrying on the business to publish, print, sell and to act as agent supplier or otherwise to deal in all types, tastes, varieties and languages of newspapers, magazines, special bulletins, souvenir, newsletters etc.

Board of Directors:

1. Manish Surana
2. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Vinita Surana	25,000	50.00
Manish Surana	25,000	50.00
Total	50,000	100.00

Financial performance:

The audited financial results of Corpmedia Publication India Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,00,000	5,00,000	5,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(3,580)	(7,124)	(5,524)
Reserves and Surplus (excluding revaluation reserves)	(2,45,992)	(2,42,412)	(2,35,288)
Earning per share	(0.07)	(0.14)	(0.11)
Diluted Earning per share	(0.07)	(0.14)	(0.11)
Net Asset Value per share	5.08	5.15	5.29

25. GLOBECOM INFRA VENTURES INDIA PRIVATE LIMITED**Brief Profile:**

Globecom Infra Ventures India Private Limited was incorporated on July 4th, 2007 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 3rd Floor, Surya Towers, Sardar Patel Road, Secunderabad - 500003. The CIN of the Company is U45400TG2007 PTC054705. The Company was incorporated for the purpose of carrying on the business as builders, construction, executors, contractors and other sanitary works and installation of water, gas, electric and other supply works and erections of every kind.

Board of Directors:

1. Devendra Surana
2. Girish Mallpani
3. Shruti Malpani

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Bhagyanagar India Limited	5,000	50.00
Girish Kumar Mallpani	5,000	50.00
Total	10,000	100.00

Financial performance:

The audited financial results of Globecom Infra Ventures India Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(7,075)	(10,686)	(11,848)
Reserves and Surplus (excluding revaluation reserves)	(2,89,855)	(2,82,780)	(2,72,094)
Earning per share	(0.71)	(1.07)	(1.18)
Diluted Earning per share	(0.71)	(1.07)	(1.18)
Net Asset Value per share	(18.99)	(18.28)	(17.21)

26. GMS REALTORS PRIVATE LIMITED

Brief Profile:

GMS Realtors Private Limited was incorporated on March 17th, 2006 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at IIIrd Floor, Kochar Apartments, Opp; Pantaloon, Begumpet. Hyderabad-500016. The CIN of the Company is U70102TG2006 PTC049511. The Company is engaged in the business to carry on in India or abroad the business as Builders and contractors and to build and develop or do any other work in connection with construction of buildings, highways, harbors and ports or otherwise deal in all kinds of property, house, structures or other land and house property etc.

Board of Directors:

1. Manish Surana
2. Girish Mallpani

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Bhagyanagar India Limited	5,000	50.00
Girish Kumar Mallpani	5,000	50.00
TOTAL	10,000	100.00

Financial performance:

The audited financial results of GMS Relators Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(4,930)	(4,300)	(7,603)
Reserves and Surplus (excluding revaluation reserves)	(59,458)	(54,528)	(50,228)
Earning per share	0.00	0.00	0.00
Diluted Earning per share	0.00	0.00	0.00
Net Asset Value per share	4.05	4.55	4.98

27. SHAHSONS PRIVATE LIMITED

Brief Profile:

Shahsons Private Limited was incorporated on July 23rd, 1968 under the company's act 1956 with the Registrar of the companies, Hyderabad. The Registered office of the company situated at 7th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U93000TG1968PTC001214. The Company is engaged to carry on all or any of the business of Engineers, Mechanical, Electrical and Sanitary and Manufacturers of and dealers in all types of machinery or Multipurpose utility; implements, tool & apparatus of all kinds of necessary for the manufacture of such multi-purpose machinery and even otherwise.

Board of Directors:

1. Vinita Surana
2. Devendra Surana
3. Gulabchand Pukhraj Surana
4. Ravi Surana Pukhraj
5. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 100/- each	Percentage of Shareholding
Meena Surana Family Trust	1676	50.00
Devendra Surana	425	12.68
Narender Surana	175	5.22
G.M. Surana	1076	32.10
Total	3352	100.00

Financial performance:

The audited financial results of Shahsons Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	3,35,200	3,35,200	3,35,200
Sales and other income	-	-	-
Profit/Loss after tax	(1,43,611)	(1,38,528)	(1,41,240)
Reserves and Surplus (excluding revaluation reserves)	(26,27,345)	(24,83,735)	(23,45,207)
Earning per share	(42.84)	(41.33)	(42.14)
Diluted Earning per share	(42.84)	(41.33)	(42.14)
Net Asset Value per share	(683.81)	(640.97)	(599.64)

28. SOLARWORLD EXCHANGE PRIVATE LIMITED**Brief Profile:**

Solarworld Exchange Private Limited was incorporated on March 18th, 2009 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U51505TG2009PTC 063103. The Company is engaged to carry on the business of creating an electronic platform (e- platform) for trade and exchange of solar products and to engage in business of trading all forms of electric energy and ancillary services or on commercial basis either individually or on Joint venture basis or otherwise.

Board of Directors:

1. Manish Surana

2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	10	0.02
Manish Surana	49,990	99.98
Total	50,000	100.00

Financial performance:

The audited financial results of Solarworld Exchange Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	5,00,000	5,00,000	5,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(6,568)	(7120)	(30,449)
Reserves and Surplus (excluding revaluation reserves)	(1,64,717)	(1,58,149)	(1,51,029)
Earning per share	(0.13)	(0.14)	(0.61)
Diluted Earning per share	(0.13)	(0.14)	(0.61)
Net Asset Value per share	6.71	6.84	6.98

29. STEALTH ENERGY PRIVATE LIMITED

Brief history:

Stealth Energy Private Limited was incorporated on April 22nd, 2010 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, S.P. Road, Secunderabad-500003. The CIN of the Company is U40108TG2010PTC068059. The Company was incorporated for the purpose of carrying on the business of generation and distribution of electricity, including and without limitation, through thermal (based on coal/gas), solar, hydro, wind, tidal, geo –thermal, oil, sea energy etc.

Board of Directors:

1. Manish Surana
2. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Manish Surana	9,990	99.90
Lalit Kumar Baid	10	0.10
Total	10,000	100.00

Financial performance:

The audited financial results of Stealth Energy Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014

Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(8,243)	(11,837)	(34,633)
Reserves and Surplus (excluding revaluation reserves)	(2,25,883)	(2,17,640)	(3,40,793)
Earning per share	(0.82)	(1.18)	(3.46)
Diluted Earning per share	(0.82)	(1.18)	(3.46)
Net Asset Value per share	(12.59)	(11.76)	(24.08)

30. TEJAS TECHNOPARK PRIVATE LIMITED

Brief Profile

Tejas Technopark Private Limited was incorporated on October 22nd, 2003 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U40102TG2003PTC041936. The Company is engaged to carry on the business of constructing and dealing in Plots, Farm Land, Farm houses, Information Technology Parks, Bio-Technology Parks, Theme Parks, and all kinds of real estate activities either commercial or residential and any other work related thereto.

Board of Directors:

1. Narender Surana
2. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	1,05,05	50.02
Devendra Surana	1,04,95	49.98
TOTAL	21,000	100.00

Financial Performance:

The audited financial results of Tejas Technopark Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	2,10,000	2,10,000	2,10,000
Sales and other income	13,871	-	-
Profit/Loss after tax	(5,069)	(10,200)	(37,524)
Reserves and Surplus (excluding revaluation reserves)	(2,27,870)	(2,22,801)	(2,12,601)
Earning per share	(0.24)	(0.49)	(1.79)
Diluted Earning per share	(0.24)	(0.49)	(1.79)
Net Asset Value per share	(0.85)	(0.61)	(0.12)

31. BHAGYANAGAR INDUSTRIAL PARK

Brief Profile:

Bhagyanagar Industrial Park was incorporated on May 22nd, 2012 under the Companies Act, 1956 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U45400TG2012NPL081065. The Company was incorporated as Section 8 Company with an objective to promote and finance projects or

Programmes, develop infrastructure facilities and other services of any description in order to promote and assist the rapid and orderly growth and development of industries and commerce.

Board of Directors:

1. Narender Surana
2. Goutham Jain

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	5,000	50.00
Devendra Surana	5,000	50.00
Total	10,000	100.00

Financial Performance:

The audited financial results of Bhagyanagar Industrial Park for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	1,00,000
Sales and other income	-	-	-
Profit/Loss after tax	(5,240)	(5,630)	(7,586)
Reserves and Surplus (excluding revaluation reserves)	(29,836)	(24,596)	(18,966)
Earning per share	(0.52)	(0.56)	(0.76)
Diluted Earning per share	(0.52)	(0.56)	(0.76)
Net Asset Value per share	7.01	7.54	8.10

32. INDIAN SOLAR POWER PRODUCERS ASSOCIATION**Brief Profile:**

India Solar power Producers Association was incorporated on October 16th, 2014 under the Companies Act, 2013 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U91100TG2014NPL096031. The Company was incorporated as Section 8 Company with an objective to promote Solar Energy generations by facilitating investors with necessary evidence, technical expertise, arrangements of financial assistance, subsidies, supplier identification and co-ordination with electricity distribution companies, electricity boards for purchase of energy and to promote trade fairs, exhibitions, investor meet, supplier meet, energy awareness programmes etc.

Board of Directors:

1. Narender Surana
2. Manish Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Narender Surana	5,000	50.00
Manish Surana	5,000	50.00
Total	10,000	100.00

Financial performance:

The audited financial results of Indian Solar Power Producers Association for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	1,00,000	-
Sales and other income	1,697	-	-
Profit/Loss after tax	(2,565)	(4982)	-
Reserves(excluding revaluation reserves) and Surplus	(7,547)	(4982)	-
Earning per share	(0.26)	(0.50)	-
Diluted Earning per share	(0.26)	(0.50)	-
Net Asset Value per share	9.25	9.50	-

33. TEJAS INDIA SOLAR ENERGY PRIVATE LIMITED**Brief Profile:**

Tejas Indian Solar Energy Private Limited was incorporated on March 30th, 2015 under the companies act 2013 with the Registrar of the companies, Hyderabad .The Registered office of the company situated at 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003.The CIN of the company is U40106TG2015PTC098247. The Company is engaged to carry on business of generating and supplying of electricity and deals in all forms of energy and power including and without limitation through solar, photovoltaic etc.

Board of Directors:

1. Narender Surana
2. Devendra Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Surana Telecom and Power Limited	5,100	51.00
Manish Surana	1,225	12.25
Vinita Surana	1,225	12.25
Devendra Surana	1,225	12.25
Namrata Surana	1,225	12.25
Total	10,000	100.00

Financial performance:

The audited financial results of Tejas India Solar Energy Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	-	-
Sales and other income	6,152	-	-
Profit/Loss after tax	(6,306)	-	-
Reserves(excluding revaluation reserves) and Surplus	(6,306)	-	-
Earning per share	(0.63)	-	-

Diluted Earning per share	(0.63)		
Net Asset Value per share	9.37	-	-

34. CRESCENTIA SOLAR PRIVATE LIMITED

Brief Profile:

Crescentia Solar Private Limited was incorporated on April 24th, 2015 under the Companies Act, 2013 with the Registrar of the Companies, Hyderabad. The Registered office of the Company situated at 2nd Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The CIN of the Company is U40102TG2015PTC098643. The Company was incorporated for the purpose of carrying on the business of generation and distribution of electricity, including and without limitation, through thermal (based on coal/gas), solar, biological, ignite, oil and any other form of energy that may be permitted by official policy, any product or by-product derived from any such business.

Board of Directors:

1. Manish Surana
2. Vinita Surana

Shareholding Pattern as on 31.03.2016:

Name	No of Equity Shares of ₹ 10/- each	Percentage of Shareholding
Manish Surana	5000	50.00
Vinita Surana	5000	50.00
Total	10,000	100.00

Financial performance:

The audited financial results of Crescentia Solar Private Limited for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

Particulars	(Amount in ₹)		
	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Share Capital	1,00,000	-	-
Sales and other income	0.00	-	-
Profit/Loss after tax	(3,77,852)	-	-
Reserves(excluding revaluation reserves) and Surplus	(3,77,852)	-	-
Earning per share	(37.79)	-	-
Diluted Earning per share	(37.79)	-	-
Net Asset Value per share	(27.79)	-	-

35. ANDHRA ELECTRO GALVANISHING WORKS:

Brief Profile:

Andhra Electro Galvanising Works was formed on June 1st, 2008 under the Deed of Partnership. The place of Business is situated at 5th Floor, Surya Towers, Sardar Patel Road, Secunderabad-500003. The object of business carrying on purchase and sale of Telecommunication products and manufacture of lead sleeves and also execute job works in this line of trade or any other business as parties mutually agree upon from time to time.

Partners details:

Name	Designation
------	-------------

G.M. Surana	Partner
Sunita Surana	Partner
Chand Kanwar	Partner
Namrata Surana	Partner
Rahul Surana	Partner
Narender Surana	Partner
Devendra Sharma	Partner
Manish Surana	Partner
Value Infrastructure & Properties Pvt Ltd	Partner
Surana Infocom Pvt Ltd	Partner
AP Golden Apparels Pvt Ltd	Partner

Financial performance:

The audited financial results of Andhra Electro Galvanising Works for the financial years ended March 31, 2016, 2015 and 2014 are set for the below:

(Amount in ₹)

Particulars	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
Partners Capital	15,08,32,598	15,12,33,862	9,70,74,666
Sales and other income	19,29,149	5,51,720	9,12,316
Profit/Loss after tax	8,27,555	(68,247)	71,673
Reserves (excluding revaluation reserves) and Surplus	-	2716	2716

Other confirmations

Further, our Group Companies have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or any other authorities. Additionally, none of our Group Companies have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities. Equity shares of our Group Companies have not been listed on any stock exchanges and none of our Group Companies have made any public issues / rights issues in the last three years.

Litigation:

For details of relating to the legal proceeding involving our Group Companies, refer chapter titled "Outstanding Litigation, Defaults and Material Developments" on page 156 of this Information Memorandum.

Common Pursuits / Conflict of Interest:

There are no common pursuits/ conflict of interest amongst any of our Group Companies and our Company.

Sales or Purchase between our Group Companies and our Company:

There have been no sales or purchases between our Company and our Group Companies exceeding in value in the aggregate 10% of the total sales or purchases of our Company.

Related Party Transactions:

Except, as stated in the chapter titled "Financial Information" on page 150 of this Information Memorandum, there are no related party transactions with our Group Companies.

Nature and Extent of Interest of Group Companies:**In the promotion of our Company:**

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Information Memorandum:

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Information Memorandum.

In transactions for acquisition of land, construction of building and supply of machinery:

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

DIVIDEND POLICY

The Company does not have any formal dividend policy for the equity shares. The declaration and payment of equity dividend in a company is recommended by our Board of Directors and approved by the shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. The Company has not paid any dividend on its equity shares in the past in order to plough back the surplus. The management would put in place a distribution policy commensurate with future growth plans and available surplus.

SECTION VI – FINANCIAL INFORMATION**INDEPENDENT AUDITOR`S REPORT**

**To,
The Members of
M/s. Bhagyanagar Properties Private Limited
Secunderabad.**

Report on Financial Statements

We have audited the accompanying financial statements of M/s Bhagyanagar Properties Private Limited, Secunderabad (“the Company) which comprises of the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Company`s Board of Directors is responsible for the matters in section 134(5) of the Companies Act , 2013 (“the Act’) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation and fair presentation of the financial statements that gives a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate Internal financial Control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its Cash flow statement for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") , as amended , issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, We give in the "Annexure – A" a statement on the matters specified in paragraph 3 & 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion , proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash flow Statement dealt with by this Report are in agreement with the books of account of the Company.
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act , read with Rule 7 of the Companies (Accounts) Rules , 2014.
 - e. on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the matters to be included in the Auditor's Report and in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 , in our opinion and to the best of our information and according to explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For M/s Sekhar & Co.,
Chartered Accountants**

**Sd/-
CA C AMARNATH)
PARTNER
M.NO: 021427
Firm Reg No: 003695S**

Date : 12.05.2016
Place : Secunderabad

Annexure A referred to the Independent Auditors' Report

Referred to the Paragraph 1 under the heading 'Report on Other Legal & Regulatory requirement' of our report of even date to the financial statement of the company for the year ended March 31st, 2016:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;

(b) the fixed assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, apportion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The company does not carry any inventory. Hence not commented upon.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provision of the clause 3(iii) (a) to (c) of the order are not applicable to the company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the companies Act 2013, in respect of loans, investments, guarantee's and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the reserve bank of India and the provision of section 73 to 76 or any other relevant provisions of the Act and the companies (Acceptance of Deposit) Rules,2015 with regards to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of cost records has not been specified by the central Government under sub-section(1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts and records of the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us ,no undisputed amounts payable in respect of the above were in arrears as at March 31st,2016 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to the bank. The Company has not taken any loan either from financial institution or from the government and has not issued any debentures.

- (ix) Based upon the audit procedure performed and the information and explanation given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instrument and term loans. Accordingly, the provision of clause 3(ix) of the order are not applicable to the company and hence not commented upon.
- (x) Based upon the audit procedure performed and the information and explanation given by the management we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Managerial remuneration has not been paid or provided by the company and hence not commented upon.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore the provisions of the clause 4(xii) of the Order is not applicable to the company.
- (xiii) In our opinion, all, transactions with the related parties are in compliance with sections 177 and 188 of companies Act,2013 and details have been disclosed in the financial Statement as required by the applicable accounting standards.
- (xiv) Based upon the audit procedure performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of the clause 3(xiv) of the order are not applicable to the company and hence not commented upon

Based upon the audit procedure performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order is not applicable to the company and hence not commented upon.

- (xv) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934, accordingly the provision of clause 3(xvi) of the Order is not applicable to the company hence not commented upon.

**For M/s Sekhar & Co.,
Chartered Accountants**

**Sd/-
CA C AMARNATH)
PARTNER
M.NO: 021427
Firm Reg No: 003695S**

Date : 12.05.2016
Place : Secunderabad

Annexure - B to the Independent Auditors Report of even date on the Financial Statements of M/s Bhagyanagar Properties Private Limited;**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/s Bhagyanagar Properties Private Limited** (“the Company”) as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016.

**For M/s Sekhar & Co.,
Chartered Accountants**

**Sd/-
CA C AMARNATH)
PARTNER
M.NO: 021427
Firm Reg No: 003695S**

Date : 12.05.2016
Place : Secunderabad

SUMMARY OF BALANCE SHEET

(Amount in ₹)

Particulars	As at				
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
EQUITY AND LIABILITIES					
Shareholders' Fund					
Share Capital	4,00,00,000	4,00,00,000	4,00,00,000	4,00,00,000	4,00,00,000
Reserves and Surplus	(25,37,360)	(25,64,393)	(24,32,810)	(23,97,262)	(19,50,794)
Non - Current Liabilities					
Long term borrowings	56,11,00,555	55,54,39,048	56,39,24,048	58,54,14,048	58,82,71,465
Deferred tax liabilities(Net)	-	-	-	-	-
Other Long term Liabilities	-	-	-	-	-
Current liabilities					
Trade payables	-	-	-	-	-
Other current liabilities	21,46,750	11,234	5,616	5,618	6,130
Total	60,07,09,945	59,28,85,889	60,14,96,854	62,30,22,404	62,63,26,801
ASSETS					
Non-Current assets					
Fixed assets	-	-	-	-	-
Tangible assets	59,27,31,901	59,28,35,325	59,29,38,749	59,29,63,084	59,27,19,734
Intangible assets					
Capital Work in Progress	57,78,188	-	-	-	5,94,250
Non-Current Investment	-	-	-	-	-
Deferred Tax Assets	-	-	-	-	-
Long term Loans and Advances	-	-	85,00,000	3,00,00,000	3,30,00,000
Other Non-Current Assets	-	-	-	-	-
Current Assets					
Inventories	-	-	-	-	-
Trade receivables	3,26,250	-	-	-	-
Cash & Cash equivalents	18,73,605	50,563	58,104	59,320	12,817
Total	60,07,09,945	59,28,85,889	60,14,96,854	62,30,22,404	62,63,26,801

SUMMARY OF PROFIT AND LOSS

(Amount in ₹)

Particulars	For the year ended on				
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
REVENUE					
Revenue from Operations	3,26,250	-	-	-	-
Other Income	-	-	-	-	-
Total Revenue	3,26,250	-	-	-	-
EXPENSES	-	-	-	-	-
Project Development Expenses	-	-	-	-	-
Change in inventories	-	-	-	-	-
Employee benefits Expenses	-	-	-	-	-
Finance cost	2	56	-	393	496
Depreciation and Amortization	1,03,424	1,03,424	24,335		
Other expenses	1,95,791	28,103	11,213	4,46,075	2,40,325
Less: Work- in- progress transferred	-	-	-	-	-
Total Expenses	2,99,217	1,31,583	35,548	4,46,468	2,40,821
Profit before Tax	27,033	(1,31,583)	(35,548)	(4,46,468)	(2,40,821)
Tax Expenses					
Current tax	-	-	-	-	-
MAT Credit Entitlement	-	-	-	-	-
Deferred Tax	-	-	-	-	-
Profit for the year after tax	27,033	(1,31,583)	(35,548)	(4,46,468)	(2,40,821)
Earning per Equity Share:					
Basic and diluted Share:	0.01	(0.03)	(0.01)	(0.11)	(0.06)

SUMMARY OF CASH FLOW STATEMENT

(Amount in ₹)

Particulars	For the year ended on				
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
[A] Cash flow from operating activities					
Profit/(Loss) for the year before taxation and exceptional items	27,033	(1,31,583)	(35,548)	(4,46,668)	(2,40,821)
Adjustments for:					
Depreciation and Amortization	1,03,424	1,03,424	24,335	-	-
Operating profit before working capital changes	1,30,457	(28,159)	(11,213)	(4,46,668)	(2,40,821)
Adjustments for:					
Trade and other receivables	(3,26,250)	-	2,15,00,000	-	-
Increase in work in progress	-	-	-	5,94,250	(1,65,000)
Inventories	-	-	-	-	-
Short term loan and advances	-	-	-	-	-
Trade payables and Other Liabilities	21,35,516	5,618	(2)	(512)	395
Cash generated from operations					
Direct taxes: Refund/(paid)	-	-	-	-	-
Net cash from operating activities [A]	19,39,723	(22,541)	2,14,88,785	1,47,070	(4,05,426)
[B] Cash flow from investing activities					
Investments	-	-	-	-	-
Purchase of fixed assets	(57,78,188)	-	-	(2,43,350)	-
Sale of Fixed Assets	-	-	-	-	-
Long term advances	-	85,00,000	-	30,00,000	-
Interest received	-	-	-	-	-
Net cash used in investing activities [B]	(57,78,188)	85,00,000	-	27,56,650	-
[C] Cash flow from financing activities					
Procurement/(Rep payment) of long/ short term borrowings	56,61,507	(84,85,000)	(2,14,90,000)	(28,57,417)	4,00,932
Finance Cost	-	-	-	-	-
Net cash flow from financial activities [C]	56,61,507	(84,85,000)	(2,14,90,000)	(28,57,417)	4,00,932
Net Increase/(Decrease) in cash and cash equivalents[A+B+ C]	18,23,042	(7,541)	(1,215)	46,503	(4,494)
Cash and cash equivalents opening	50,563	58,104	59,320	12,817	17,311
Cash and cash equivalents closing	18,73,605	50,563	58,104	59,320	12,817

1. Long Term Borrowings*(Amount in ₹)*

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Secured Loans:					
Loans From Holding Company	56,10,85,555	55,54,24,048	56,39,24,048	58,54,14,048	58,82,71,465
Loans from director	15,000	15,000	-	-	-

2. Long term Loans and Advances*(Amount in ₹)*

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Loans	-	-	85,00,000	3,00,00,000	3,30,00,000

3. Trade Receivables*(Amount in ₹)*

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Debt outstanding for the period exceeding six months	3,26,250	-	-	-	-

4. Other Income*(Amount in ₹)*

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Lease Rent income	3,26,250	-	-	-	-

5. Accounting and Other Ratios*(Amount in ₹)*

Particulars	As at				
	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Profit after Tax	27,033	(1,31,583)	(35,548)	(4,46,468)	(2,40,821)
No. of Equity Shares	40,00,000	40,00,000	40,00,000	40,00,000	40,00,000
Number of Equity Shares (Weighted Average)	40,00,000	40,00,000	40,00,000	40,00,000	40,00,000
Net Worth	3,74,62,640	3,74,35,607	3,75,67,190	3,76,02,738	3,80,49,206
Ratios					
Earnings per Share (₹)	0.01	(0.03)	(0.01)	(0.11)	(0.06)
Diluted Earnings per Share (₹)	0.01	(0.03)	(0.01)	(0.11)	(0.06)
Return on Net Worth – Ratio	9.36	9.36	9.39	9.40	9.51
Net Asset Value per Share (₹)	9.36	9.36	9.39	9.40	9.51

Notes to Accounts:**Related Party Disclosures:**

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with related parties as defined in the Accounting Standards are given below:

(a) List of related parties with whom transactions have taken place during the year:

Sr.No.	Name of the related Party	Sr.No.	Name of the related Party
Holding Company		23	Corpmedia Publications India Pvt Ltd
1	Bhagyanagar India limited	24	Epicenter Entertainment Pvt Ltd
Fellow subsidiaries		25	Everytime Foods Industries Pvt Ltd
2	Bhagyanagar Metal Limited	26	Globecom Infotech Private Limited
3	Solar Dynamics Private Limited	27	Globecom Infra Ventures Pvt Ltd
4	Metropolitan Ventures India Limited	28	GMS Realtors Private Limited
5	Scientia Infocom India Private Limited	29	Green Energy Systems Pvt Ltd
Key Management Personnel		30	Innova Technologies Private Limited
6	Narender Surana	31	Majestic Logistic Private limited
7	Devendra Surana	32	Solar World Exchange Private Limited
8	Manish Surana	33	Shahsons Private limited
Relatives of key Management Personnel		34	Stealth Energy Private Limited
9	G.M. Surana	35	Surana Biochemicals Private Limited
10	Chandkanwar Surana	36	Surana Solar Systems Private Limited
11	Vinita Surana	37	Surana Technopark Private Limited
12	Shresha Surana	38	Surana Ventures Limited
Companies in which KMP have significant influence		39	Bhagyanagar Infrastructure Limited
13	Bhagyanagar Foods and Beverages Pvt Ltd	40	Blossom Residency Private limited
14	Bhagyanagar Energy and Telecom Pvt Ltd	41	Innova Biotech India Private limited
15	Bhagyanagar Industrial Park	42	Innova Infrastructure Private Limited
16	Surana Telecom & Power Limited	43	AP Golden Apparels Private Limited
17	Bhagyanagar Ventures Pvt Ltd	44	Site Tonic Web Solutions Pvt Ltd
18	Bhagyanagar Entertainment Limited	45	Surana Infocom Private Limited
19	Bhagyanagar Securities Pvt Ltd	46	Value Infrastructure and Properties Pvt Ltd
20	Celestial Solar Solutions Pvt Ltd	47	Bhagyanagar Green Energy Limited
21	Royal skyscrapers India Pvt Ltd	48	Bhagyanagar Capital Private Limited
22	Vpower Solutions Private Limited (Formerly Tranquil Avenues India Pvt Ltd)		

(b) Transactions with related parties:

Financial Year	Particulars	Nam of the concern	Relationship	Amount (in ₹)
2015-16	Long Term Loan taken	BhagyaNagar India ltd	Holding Company	5,661,507
2014-15	Repayment of Loan taken	BhagyaNagar India ltd	Holding Company	8,500,000
2014-15	Long Term Loan taken	Devendra Surana	Director	15,000
2013-14	Repayment of Loan taken	BhagyaNagar India ltd	Holding Company	2,14,90,000
2012-13	Unsecured Loan availed	BhagyaNagar India ltd	Holding Company	169,000
2012-13	Loan Repaid	BhagyaNagar India ltd	Holding Company	3,026,000
2011-12	Long Term Loan taken	BhagyaNagar India ltd	Holding Company	400,000

A. Significant Accounting Policies and Notes on Accounts Forming Part of Balance Sheet and Profit & Loss Account**A-1. Significant Accounting Policies:****I. Basis of Preparation of Financial Statements**

The financial statements are prepared under the Historical cost convention on accrual basis with the Generally Accepted Accounting Principles in India and the provisions of the Companies Act, 2013.

II. Use of Estimates

The Preparation of Financial Statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

III. Fixed Assets

Fixed Assets are stated at cost net of modvat / cenvat / value added tax, less accumulated depreciation and impairment loss, if any. Any costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations to the fixed assets are capitalized.

IV. Depreciation

Depreciation is provided on straight line method in the manner prescribed in Schedule II to the Companies Act, 2013.

For the year 2011-12 to 13-14

Depreciation is provided on written down value method, except, at the rate and in the manner prescribed in Schedule XIV to the Companies Act, 1956

V. Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

VI. Provision, Contingent liabilities and Contingent Assets

Provisions Involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and It is probable that there will be an outflow of resources. Contingent Liabilities which are not recognized are disclosed in notes. Contingent Assets are neither recognized nor disclosed in Statements.

VII. Earnings per Share

The Company reports basic and diluted earnings per share In accordance with Accounting Standard-20 (AS-20) prescribed under Rule 7 of Accounting Standard Rules, 2014. Basic earnings per share are computed by dividing the net Profit or Loss for the year by the Weighted Average number of equity share outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

VIII. Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefits will Flow to the company and the revenue can be reliably measured.

For the year FY 2011-12 and 12-13

Revenue Recognition in case of Real Estate Transaction is made on the basis of concluded on contracts for sales and purchases.

IX. Investments

Current investments are carried at the lower of cost and quoted fair value, computed category wise. Long Term Investments are stated at cost Provision for diminution in the value of long-term investments is made only if such decline is other than temporary in the opinion of the management

X. Inventories

Items of inventories are measured at lower of cost or net realizable value. After providing for obsolescence. if any, Cost of inventories comprises of all cost of purchase including duties and taxes other than credits under CENVAT and is arrived on First in First out basis. Semi-Finished goods are valued at cost or net realizable value whichever is lower. Finished goods are valued at cost including excise duty payable or net realizable value whichever is lower Cost includes Direct Material, Labour cost and appropriate overhead

XI. Employee Retirement I Terminal Benefits

The employees of the company are covered under Group Gratuity scheme of Life Insurance Corporation of India. The premium paid thereon is charged to Profit and Loss Account. Leave Encashment liability is provided on the basis of best management estimates on actual entitlement of eligible employees at the end of the year.

XII. Provision for Taxation

Provision is made for Income Tax, estimated to arise on the results for the year, at the current rate of tax.in accordance with the Income Tax Act, 1961. Taxation deferred as a result of timing difference between the accounting & taxable profits, is accounted for on the liability method at the current rate of tax to the extent that the timing differences are expected to crystallize. Deferred tax asset is recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets are reviewed, as at each Balance Sheet date to re-assess realization.

XIII. Excise and Customs Duty

Excise and Customs Duty are accounted on accrual basis CENVAT credit is accounted by crediting the amount to cost of purchases on receipt of goods and is utilized on dispatch of material by debiting excise duty account

XIV. Prior Period Expenses / Income:

Prior period items. If material are separately disclosed in Profit & Loss Account together with the nature and amount. Extraordinary items & changes in Accounting Policies having material impact on the financial affairs of the company are disclosed.

XV. Sundry Debtors, Loans and Advances

Doubtful Debts/Advances are written off in the year in which those are considered to be irrecoverable.

A-2 Notes to Accounts:

- i. Estimated Contractual liability on account of capital commitment & Contingent Liability- NIL
- ii. The company is exploring various opportunities in the field of Infrastructure.
- iii. The Company has filed a case against the Government of Telangana for Usage of Land. This has no impact on financial statements.

For the year 11-12

- iv. The company was incorporated on 25th April, 2006

- v. The Company has acquired Free Hold Land to an extent 18 Acres at Vattinagulapally Village, Rajendranagar Mandal Ranga Reddy District from M/s I Labs information Technology and Life Sciences Parks (P) Limited for a total sale consideration of ₹ 59,13,00,000 including Registration charges, stamp duty and other expenses.
- vi. Contingent Liabilities which can crystalize at a later date having major impact over the financial performance of the company in near future are NIL as on date of Balance Sheet.
- vii. Capital commitment as on date of balance sheet are NIL.
- viii. The Holding Company Bhagyanagar India Ltd is holding 100% shares in the company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our audited financial statements as of and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 and the schedules and notes thereto, which appear elsewhere in this Information Memorandum and are prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act / 2013 Act, as applicable.

For the purpose of this section, unless the context requires otherwise, references to "Fiscal Year 2016" "Fiscal Year 2015" "Fiscal Year 2014", "Fiscal Year 2013", "Fiscal Year 2014", "Fiscal Year 2012" and "Fiscal Year 2011" are to the financial year ended March 31 of the relevant year, and references to "year" are to the financial year of the Company.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, results of operations or financial condition.

OVERVIEW

We follow a knowledge-based approach from internal and external sources for execution of our projects. We undertake our projects through our in-house team of professionals and by partnering with domestic and international companies for various operations like architecture, project execution, detailed engineering and marketing activities. We have a dedicated team of customer relationship management (CRM), marketing and sales who regularly interact with our customers and channel partners to enable an educated, user - friendly purchasing experience.

The Company is planning to construct small warehouse in the available land to cater to the developing and sustainable e-commerce and construct business.

PROPERTY DETAILS

The details of land location, address and the estimated Area of our ongoing projects along with our subsidiary business as on date is summarized in the table below:

Name of the Company	Location	Address	Area
Bhagyanagar Properties Ltd	Gachibowli, Hyderabad	Sy No. 221(P),222(P),223(P),224(P),50,51 & 57 of Vattinagulapally, Gopannapalli Village, Gachibowli, Hyderabad.	17.00 Acres
Scientia Infocom India Ltd (Subsidiary company)	Gachibowli, Hyderabad	Sy No. 224 (Part) of Vattinagulapally, Gopannapalli Village, Gachibowli, Hyderabad	7.00 Acres
Metropolitan Ventures India Ltd (Subsidiary company)	Charlaguda, Hyderabad	Sy No: 42 /2 Cherlaguda, Shamshabad Mandal, Hyderabad.	Ac.14-31 Gts

Amidst all the above developments, Bhagyanagar Properties Limited is fortunate to have most of its land situated at prime IT centres of the city where E-commerce companies thrive most of its business for better support and competitive edge. Moreover, there is a constant rise in the demand of large warehouses and storage units in the areas like Gachibowli, Madhapur, Kondapur where the company is having huge properties to give on rent.

Total land area available is of 38 Acres on which we are planning to construct in 12 Acres about having 5,22,200 sq ft. which will cost appx ₹ 1000/- per sq ft, in next five years which will result in constant revenue income by letting it out. Total project cost will be ₹ 52.27 crores.

Bhagyanagar Properties Limited has already commissioned a pilot project by constructing a warehouse of 30000 sqft fetching a rental income of ₹25 per sqft per month and the Company is having tenants like Big Basket & Amazon etc.

RESULTS OF OPERATION

Our Company did not have any operations since incorporation. Audited Profit & Loss Statement of the Company for the past 5 financial years

(Amount in ₹)					
Particulars	FY 2016	FY 2015	FY 2014	FY 2013	FY 2012
Income	3,26,250	-	-	-	-
Total Revenue	3,26,250	-	-	-	-
Expenses	2,99,217	1,31,583	35,548	4,46,468	2,40,821
Total Expenses	2,99,217	1,31,583	35,548	4,46,468	2,40,821
Profit/(Loss)	27,033	(1,31,583)	(35,548)	(4,46,468)	(2,40,821)

Basis of presentation

Our financial statements have been prepared in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India.

Critical Accounting Policies

For details of the significant accounting policies of our Company please refer to the section titled “Financial Information” beginning on page no. 140 of this Information Memorandum.

Significant developments subsequent to the preparation of the Audit Report i.e. March 31, 2016:

Subsequent to the preparation of the Audit Report i.e. March 31, 2016, the following developments made pursuant to scheme of arrangement:

- The Company converted from Private Limited to Public Limited consequently the Company’s name has been changed to ‘Bhagyanagar Properties Limited’ w.e.f. 19th December, 2016.
- Authorised Share Capital of the Company increased from ₹ 5.00 Crores to ₹ 6.50 Crores.
- Sub-division of Face value of equity shares from ₹ 10/- to ₹ 2/- each.
- The total paid up capital prior to scheme of arrangement has been extinguished, consequently Bhagyanagar Properties Limited ceased to continue as Subsidiary of Bhagyanagar India Limited w.e.f. 01.04.2016.
- The Company has issued 3,19,95,000 equity shares @ ₹ 2/- each to the shareholders of Bhagyanagar India Limited for consideration of transfer of the real estate division of Bhagyanagar India Limited pursuant to the Scheme of Arrangement as approved by Hon’ble High Court vide order dated 21st November, 2016.

SECTION VII – LEGAL AND OTHER INFORMATION OUTSTANDING

OUTSTANDING LITIGATION, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as stated below, there are no outstanding litigation, suits, criminal or civil prosecutions, proceedings or tax liabilities against our Company, our Subsidiary, our Directors, our Promoters and Group Companies that would have a material adverse effect on our business. Further, except as stated below there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions. No proceedings have been initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part 1 of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company and our Subsidiaries and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Subsidiary, our Promoters, our Directors and Group Companies.

Our Company, our Directors, our Promoters and/or our Group Companies have not been declared as wilful defaulters by the RBI, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters, our Group Companies or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Further, except as disclosed below there are no (i) litigation against the Directors or the Promoters involving violation of statutory regulations or alleging criminal offence; (ii) past cases in which penalties were imposed by the relevant authorities on our Company, the Subsidiary, the Promoters, the Group Companies and the Directors; and (iii) outstanding litigation or defaults relating to matters likely to affect the operations and finances of our Company and the Subsidiary, including disputed tax liabilities and prosecution under any enactment in respect of Schedule V to the Companies Act, 2013. Unless stated to the contrary, the information provided below is as of the date of this Information Memorandum.

All references to the “Company”, “we”, “our” in this Section VII shall relate to the companies for whom disclosures have been made in this Section under the respective headings.

A. BHAGYANAGAR PROPERTIES LIMITED (BPL)

As per the Scheme, all suits, actions and proceedings of whatever nature by or against the real estate undertaking of Transferor Company pending and/ or arising on or before the Effective Date of the Scheme shall not abate, or be discontinued or be in any way prejudicially affected by reason of the transfer of the real estate business of the Transferor Company pursuant to the Scheme but be continued, prosecuted and enforced by or against the Transferee Company, viz., BPL as effectually as if the same had been pending and/or arising against BPL.

CASES FILED BY BHAGYANAGAR PROPERTIES LIMITED					
(i) Nature of litigations: Civil					
Sl No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1.	High Court of AP	HMDA	WP filed against HDMA challenging the rejection of building permission applications submitted by petitioner, pending before CJ for Final hearing	NA	Pending

B. PROMOTER GROUP COMPANIES:**B1. SURANA TELECOM AND POWER LIMITED (STPL):**

CASES FILED BY SURANA TELECOM AND POWER LIMITED (STPL)					
(i) Nature of Litigation: Civil					
Sl No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1.	High Court, Hyderabad	APERD & 4 Others	Plaintiff (STPL) filed writ against APERC challenging the orders passed by APERC in proceeding Nos. APERC/ Secy/ Jt.Dr (Tariff Engg/ 05, 07 & 08 dated 5-6-2010. Interim Relief, pending for final hearing. Interim Suspension.	Amount to be decided as per the Order.	Pending for final hearing
2.	Hon'ble High Court of Delhi	MTNL	The OMP is filed by STPL against the award passed by sole Arbitrator Sri. Sanjeeva Kumar, in favour of MTNL allowing their counter claim of ₹ 1,02,71,268 and for recovery of ₹85,28,882 illegally deducted from STPL.	85,28,882	Posted for written arguments pending
3.	Hon'ble High Court, Hyderabad.	Commissioner of Income Tax	This is Writ Petition filed against the IT Authority challenging the order levied u/s 234 of IT Act for the year 2012-13 and 2013-14. Claimed amount is ₹ 31,000.	31,000	Pending. Interim stay granted on 13-03-2014.
4.	Hon'ble High Court, Delhi	MTNL	This is an interlocutory application filed by STPL seeking permission to withdraw the amount deposited by MTNL and further a direction to the Respondents to deposit the balance amount of ₹ 46,53,180 along with interest @ 12% p.a.	46,53,180	Pending
5.	XIX Special Magistrate Court, Erramanzil, Hyderabad	M/s. Parvath Reddy Investments (P) Ltd	This is a complaint filed by Surana Telecom & Power Ltd u/s 138 of N.I. Act against M/s. Parvath Reddy Investments (P) Ltd represents by its director Mr. V. Krishna Mohan Reddy for an amount of ₹ 1.5 crores.	1,50,00,000	Pending
6	Hon'ble High Court of Delhi (Arbitration Tribunal, New Delhi)	MTNL	STPL filed Ar. Appl. filed against MTNL, New Delhi under Arbitration & Conciliation Act, 1996. Delay in supply of material but the delay was due to late approval by MTNL as MTNL deducted penalty.	42,26,183	Pending
(ii) Nature of litigation: Central Excise					

1.	CESTAT, Hyderabad	Central Excise, Hyd-III	This appeal is preferred by Mr. Narender Surana & others challenging the order passed by the Commissioner of Customs and Central Excise denying the benefit of exemption under notification No. 24/2005.	3,50,000	Pending
2.	Supreme Court of India	Central Excise, Hyd-III	This Appeal is preferred before the Hon'ble Supreme Court of India against the orders rejecting the Refund of Rs. 26,00,000/- passed by the Hon'ble High Court for the State of Telangana & AP.	26,00,000	Pending
3.	CESTAT, Hyderabad	Central Excise, Hyd-III	This Appeal was remanded back by Commissioner (Appeals) to the original authority to examine the documents furnished by STPL.	24,63,994	Pending
4.	Supreme Court of India	Commissioner of Customs & Central Excise	This Appeal is preferred against the penalty confirmed. Pending before Supreme Court.	70,00,000	Pending
5.	CESTAT, Mumbai	Central Excise & Customs Act	This Appeal is preferred to seeking refund of Cenvat Credit pending before CESTAT, Mumbai	91,23,836	Pending

CASES FILED AGAINST SURANA TELECOM AND POWER LIMITED (STPL)

(i) Nature of litigations: Civil

1.	XXV Adl. Chief Judge	Mrs. Qudsia Sajjad & Another	This is a suit filed by Qudsia Sajjad & Another against Surana Telecom & Power Ltd & 6 others seeking mandatory injunction directing the defendant No. 1 i.e., STPL remove the plug and play facilities as detailed comprising of 52% of build up area in the ground floor and the entire 1 st and 4 th floor and also seeking damages & costs.	2,30,000	Course of Action need to file Civil Appeal. Awaiting for (Judgment) order copy
2	Hon'ble Supreme Court	Gujarat Urja Vikas Nigam Ltd & other	This is an Appeal filed by Gujarat Urja Vikas Nigam Ltd against Gujarat Electricity Regulatory Commission for determination of Tariff & others relives where in STPL respondent no. 72 the matter is pending in Supreme Court.		Pending
3.	Hon'ble Court of District Judge, Saket Court Complex,	Kapil Dev Sapra	The suit is filed by Kapil Dev Sapra against STPL for recovery of the professional fee towards the rendering various opinions and other related issues.	19,85,032	Pending

	New Delhi.		(Coming up for filing counter/objections to the Replication filed by Kapil dev Sapra.)		
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B2. BHAGYANAGAR SECURITIES PRIVATE LIMITED (BSPL):

CASES FILED BY BHAGYANAGAR SECURITIES PRIVATE LIMITED (BSPL)					
(i) Nature of litigations: Civil					
Sl No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1.	Hon'ble Court DJ, CCC,RR dist	Inditrade capital (JRG Securities)	This is a suit filed by M/s Bhagyanagar Securities Pvt Ltd against M/s Inditrade Capital Ltd. Claiming an amount of ₹ 23,69,036 along with interest & costs, towards arrears of Rent.	23,69,039	Pending
2.	Hon'ble High Court	M/s. Bhagyanagar Securities Pvt. Limited	This is a Writ Petition filed by BSPL against Southern Power Distribution Commission of Telangana Limited & 3 others seeking for issuance of a writ demanding minimum charges for the period beyond termination of HT agreement as arbitrary illegal & consequently seeking for set aside the letter dated 05/09/2014.	22,94,580	Pending
3.	Hon'ble High Court of AP at Hyderabad	M/s Campaign for Housing and Tenurial Right (CHATRI) Vs GOAP & 60 others	This is a Writ Petition filed by M/s Campaign for Housing and Tenurial Right and 2 others against Govt of AP & 60 others challenging the allotment of land by APIIC to the Respondent Companies, where in BSPL is respondent No. 40.	NA	Pending for final hearing
4.	Hon'ble High Court of Judicature of A.P.	Income Tax Department	Petition U/s 151 of CPC in the circumstances stated in the affidavit filed in the WP, the High Court may be pleased to stay of collection of the fee aggregating to ₹ 1,25,941 levied u/s 234 E of the IT Act or the F.Y 2012-13 relevant to A.Y 2013-14 under passed u/s 200A of the I.T Act dated 7/12/2013 by the Respondent No. 4, pending disposal of WP No 7398 of 2014 on the file of the High Court.	1,25,941	Pending

C. SUBSIDIARY COMPANIES:**C1. SCIENTIA INFOCOM PRIVATE LIMITED:**

CASES FILED BY SCIENTIA INFOCOM PRIVATE LIMITED					
(i) Nature of litigations: Civil					
Sl No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1.	Hon'ble High Court of AP	HMDA	This is Writ Petition filed by Scientia Infocom Pvt Ltd against HMDA challenging the rejection of building permission dt. 2/9/2008.	NA	Pending
2.	High Court of AP	State of AP	This is a Writ Petition filed against HMDA Govt of AP seeking direction to finalize draft metropolitan Development Plan – 2031 which giving adequate opportunity to the petitioner to present its case.	NA	Pending

D. OTHER GROUP COMPANIES:**D1. BHAGYANAGAR INDIA LIMITED (BIL)**

CASES FILED BY BHAGYANAGAR INDIA LIMITED					
(i) Nature of Litigation: Civil & Criminal					
Sl No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1.	Hon'ble High Court of New Delhi	BSNL	Application filed for execution of the decree dated 09.07.2013 passed by Hon'ble Court in CS (OS) No.279/09 against BSNL, regarding penalty clause of AMC Agreement, Notice to JDR, posted to 18.11.2015. Decretal amount ₹ 72,30,774.	72,30,774	Pending
2.	Metropolitan Magistrate, Secunderabad	M/s. Krishna Energy Ltd	This is a cheque bounce case filed by M/s Bhagyanagar India Limited against M/s Krishna Energy Ltd and its Managing Director & CEO for dishonored of cheques issued by them in respect of the Copper items/ Materials supplied by BIL.	4,16,229	Pending

3.	Telangana State Electricity Regulatory Commission at Hyderabad.	State of Telangana & Others	This is a Petition filed by BIL against State of Telangana Department of Energy, Southern Power Distribution company Limited & others for setting aside wheeling and transmission charges of ₹ 1,67,150 per month in the HTCC bill for the months of March 2014 to March 2015.	21,72,950	Pending
4.	XI ACMM to XVIII, ACMM, Erramanjil Court, Hyderabad	M/s. Navmee Securities Pvt Ltd and Mr. Ashok Gilda	This is a complaint filed by Bhagyanagar India Limited u/s 138 of N.I. Act against M/s. Navmee Securities Pvt. Ltd Representative by Mr. Ashok Gilda for an amount of ₹ 1 crore.	1,00,00,000	Pending
5.	City Civil Court, Secunderabad	M/s. Parvath Investments (P) Ltd	This is a complaint filed by Bhagyanagar India Ltd u/s 138 of N.I. Act against M/s. Parvath Investments (P) Ltd represents by its director Mr. Prabhakar Reddy for an amount of ₹ 2 crores.	2,00,00,000	Pending for issuance of summons by the court.
6.	Hon'ble High Court of Hyderabad	APERC & 4 Others	Petitioner filed writ petition against the 1 st Respondent (APERC) to suspend the operation of the orders issued by 1 st Rspt in Proc Nos APERC/ Secy/ Jt.Dr. (Tariff Engg) Nos 05, 06, 07 & 08, dt: 05.06.2010	Amount to be decided as per the order.	Pending for final hearing
7.	Hon'ble High Court of Hyderabad	M/s. MSTC Ltd & M/s. CPDCL	Writ Petition filed by BIL to declare that the action of the 2 nd Respondent by its letter Ltr.No. CGM/ P&MM/ E-12-F-SCRAP-/ D.No. 1179/14, Dt.19-05-2014 in ordering forfeiture of the Pre Bid EMD amount of ₹16,00,000 (Rupees Sixteen Lakhs only).	16,00,000	Pending
1.	High court Of Hyderabad	APERC&4 others	This is a Writ Petition filed by Harinam wires (a unit of BIL) against the APERC to challenging the orders passed by APERC in proc Nos APERC/ Secy/ Jt.Dr. (Tariff Engg) Nos 05,06,07 & 08dt: 5-6-2010. Fuel Surcharge Adjustment	Amount to be decided as per the order.	Interim suspension order received, pending for final hearing

1.	Labour Court, Hyderabad	BML Labour	The writ Petition is filed against the award passed in I.D No. 54 of 1999 and I.D. No. 94 of 1999 by the Industrial Tribunal Cum Additional Labour Court, Hyderabad. Court stayed the award. Both the writ petitions clubbed together and partly heard.	NA	Pending for final hearing
2.	Labour Court, Hyderabad	Labour Association	The writ Petition is filed against the award passed in I.D No. 94 of 1999 and I.D. No. 54 of 1999 by the Industrial Tribunal Cum Additional Labour Court, Hyderabad. Court stayed the award. Both the writ petitions club be together a partly heard.	NA	Final hearing in due course
(ii) Nature of litigation: Arbitration					
1.	Hon'ble Arbitrator, Hyderabad	CTSD	The Hon'ble High Court of A. P vide its order dt. 9/10/2007 appointed Justice A. Gopal Rao as Arbitrator for a adjudication of the dispute in respect of Tender No14-21/MMT amount deducted on a/c of reduction in Customs Duty 1996-97 amount of ₹ 8,41,29,267 @ 12% from 25.03.1997 till date of award. ₹ 20,68,601 illegally deducted. To be refunded with interest.	20,68,601	Pending
2.	Hon'ble Arbitrator, Hyderabad	DOT	The Hon'ble High Court of Andhra Pradesh vide its order dt. 9/10/2007 appointed Justice A. Gopal Rao as Arbitrator for a adjudication of the dispute in respect of Tender No. 14-21/MMT Direction sought to pay the amount ₹8,41,29,267 with interest @ 12% from 25/03/1997 till date of award.	8,41,29,267	Pending
ii)Nature of Litigation: Tax					
1.	Hon'ble High Court of Hyderabad	Commissioner of Income Tax	This is a Writ Petition filed against Income Tax Authority challenging the order levied u/s 234 of IT Act for the year 2012-13 & 2013-14.	52,000	Interim Stay granted on 13/03/2014 and pending for final hearing
iii)Nature of Litigation: Central Excise					

1.	CESTAT Hyderabad-III	Central Excise, Hyderabad	This appeal is pending before CESTAT Hyderabad challenging the penalty of Rs. 22,24,926/- imposed on Bhagyanagar India Limited.	22,24,926	Pending before CESTAT
2.	CESTAT, Hyderabad, Commissioner-IV	Central Excise, Hyderabad	This appeal is pending before CESTAT Hyderabad challenging the imposition of penalty of Rs. 20,00,000/- along with Somakanth Multi tech and others.	20,00,000	Pending before CESTAT
3.	CESTAT, Mumbai	Central Excise, Mumbai	This Appeal is preferred to seeking refund of Cenvat Credit pending before Cestat Mumbai.	86,71,289	Pending
4.	Hon'ble Supreme Court of India	Commissioner of Customs & Central Excise before Supreme Court of India	This Appeal is preferred against the penalty confirmed. Pending before Supreme Court.	43,00,000	Pending

CASES FILED AGAINST BHAGYANAGAR INDIA LIMITED

i) Nature of Litigation: Civil

1.	Hon'ble Court of District Judge, Saket Court Complex, New Delhi	Kapil Dev Sapra	This is a suit is filed by Kapil Dev Sapra against BIL for recovery of the professional fee towards the rendering various opinions and other related issues. (Coming up for filing counter/objections to the Replication filed by Kapil dev Sapra	8,11,070	Pending
1	Economic Offences City Criminal Court, Nampally, Hyderabad	M/s. Somakanth Multi tech	This is a complaint filed by Asst. Comm. (Prosecutions Customs & Central Excise) Hyd – IV against M/s Somakanth Multi Tech Pvt Ltd & 6 others, where in accused No. 7 is India Extrusion (a unit of BIL). (u/s 9 of Central Excise Act 1944). The allegation of the prosecution that the accused no. 1 is Somakanth Multi Tech have cleared the goods without payment of central excise duty & that in collusion with other accused including accused no. 7 Indian Extrusion.	NA	Pending

D2. SURANA SOLAR LIMITED (SSL):

CASES FILED BY SURANA SOLAR LIMITED (SSL)

(i) Nature of litigations: Civil

SI No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1.	Additional Chief Judge, Secunderabad	M/s Maharishi Solar Technology Pvt. Ltd	This is a recovery suit filed against M/s Maharishi Solar Technology Pvt. Ltd for the supplies made by M/s Surana Solar limited. Claiming an amount of ₹ 26,37,674 along with interest and costs.	26,37,674	Pending
CASES FILED AGAINST SURANA SOLAR LIMITED (SSL)					
(i) Nature of litigations: Civil					
1.	IACJ, Secunderabad	M/s Appollo Energy Pvt. Ltd	This is a suit filed by Appollo Energy Pvt. Ltd against Surana Solar Ltd. for recovery of ₹ 26,37,328 along with costs and damages the said suit is pending for issues.	26,37,328	Pending

D3. GLOBECOM INFRA VENTURES PVT LTD & SURANA TELECOM AND POWER LIMITED:

CASES FILED BY GLOBECOM INFRA VENTURES PVT LTD & SURANA TELECOM AND POWER LIMITED					
(i) Nature of litigations: Civil					
SI No.	Court/ Forum	Parties to dispute	Brief fact of the case	Extent of Liability/ claim (₹)	Present status
1	Civil Court Senior Division Pune (4th Joint CJSD & ADDL. CJM Pune)	M/s MIDC, Pune.	This is a suit filed against Maharashtra Industrial Development Corporation for refund of an amount of ₹ 75,91,308 along with 18% interest. Coming up for further evidence	75,91,308	Pending

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Except as disclosed in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on page 154 of this Information Memorandum, in the opinion of our Board, there have not arisen, since March 31 2015, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS:

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of issue of the Information Memorandum in the case of Company, Promoters, Directors and all of its Subsidiaries. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed,

compounding of offences in the last five years immediately preceding the year of the Information Memorandum.

Further, there is no legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the promoters during the last five years immediately preceding the year of the issue of the Information Memorandum and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

OTHER REGULATORY AND STATUTORY DISCLOSURES**Authority of Listing:**

The Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and for the State of Andhra Pradesh, vide its order dated 21st November, 2016 (received by the Company on 30th December, 2016), has approved the Scheme of Arrangement between M/s.Bhagyanagar India Limited (Demerged Company) and M/s.Surana Telecom and Power Limited (1st Resulting Company) and M/s.Bhagyanagar Properties Private Limited (2nd Resulting Company) and their respective Shareholders and Creditors. For more details relating to the Scheme and demerger please refer to the chapter titled "Salient Features of the Scheme" beginning on page 41 of this Information Memorandum.

In accordance with the Scheme, the Demerged Undertaking stands transferred to and vested with Bhagyanagar Properties Limited w.e.f. 1st April, 2016 (the Appointed Date) pursuant to Section 391 to 394 read with Sections 78, 100 to 104 of the Companies Act, 1956. In accordance with the Scheme, the Equity Shares of the Company issued pursuant to the Scheme shall be listed and admitted to trading on BSE, NSE. Such listing and admission for trading is not automatic and is subject to fulfilment by the Company of listing criteria of BSE, NSE and also subject to such other terms and conditions as prescribed by BSE, NSE and ASE at the time of application by the Company seeking listing.

Prohibition by SEBI:

The Company, its promoters, its promoter group, its directors, other companies promoted by the promoters or natural persons in control of the corporate promoter have not been prohibited from accessing the capital market under any order or direction passed by SEBI.

Further, any of the directors of the Company are not associated with the securities market in any manner, and SEBI has not initiated any action against any entity, which whom the directors of the Company are associated.

Eligibility Criterion:

There being no initial public offering or rights issue, the eligibility criteria in terms of Chapter III of SEBI (ICDR) Regulations, 2009 do not become applicable; However, SEBI has vide its Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 (*SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 has been rescinded*), has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of Regulation 19(2)(b) of the Securities Contract (Regulations) Rules, 1957., as amended. Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for public issues as applicable to NSE and BSE for making the said Information Memorandum available to public through websites viz. www.nseindia.com and www.bseindia.com. Our Company has made the said Information Memorandum available on its website www.bhagyanagarproperties.com. Our Company will publish an advertisement in the newspapers containing its details in line with the details required as per the above mentioned circular. The advertisement will draw specific reference to the availability of this Information Memorandum on its website.

Wilful defaulters by Reserve Bank of India:

The Company, its promoters, its promoter group, the relatives (as per the Companies Act, 2013) of promoters and other companies promoted by the promoters are not identified as wilful defaulters by Reserve Bank of India or other authorities.

General Disclaimer from the Company:

Our Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of Clause 6 of Part II(A) of Annexure-I of SEBI Circular CFD/CFD/CMD/16/2015 dated November 30, 2015 or any other material issued by or at the instance of our

Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Disclaimer Clause – BSE:

As required, a copy of this Information Memorandum has been submitted to BSE. BSE has vide its letter no. DCS/AMAL/MN/360/2016-17 and DCS/AMAL/MN/361/2016-17, dated 7th April, 2016 and respectively approved the Scheme of Arrangement under clause 24(f) of the erstwhile Listing Agreement and by virtue of said approval, the BSE's name is included in this Information Memorandum as one of the Stock Exchanges on which the Company's securities are proposed to be listed. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be listed or will continue to be listed on the BSE; or take any responsibility for the financial or other soundness of this Company; and
- It should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE.

Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause – NSE:

As required, a copy of this Information Memorandum has been submitted to NSE. NSE has vide its letter reference no. NSE/LIST/68999 and NSE/LIST/69040 dated 11th April, 2016, approved the Scheme of Arrangement under clause 24(f) of the erstwhile Listing Agreement and by virtue of the said approval NSE's name is included in this Information Memorandum as one of the stock exchanges on which this Company's securities are proposed to be listed. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that this Information Memorandum has been cleared or approved by NSE; nor does NSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; nor does it warrant that our Company's securities will be listed or continue to be listed on the NSE ; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of our Company. Every person who desires to apply for or otherwise acquire any securities of our Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in or in connection with such subscription or acquisition, whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing:

A Copy of this Information Memorandum has been filed with BSE, NSE.

Listing:

Applications have been made to BSE and NSE for an official quotation of the Equity Shares of our Company. Our Company has nominated BSE as the Designated Stock Exchange for the aforesaid listing of the shares. Our Company has taken steps for completion of necessary formalities for listing and commencement of trading at all the stock exchanges mentioned above within the period as approved by SEBI.

Listing Approval from BSE and NSE:

Our Company have applied for listing approval for Equity Shares from BSE and NSE.

Demat Credit:

The Company has executed tri-partite Agreements with CDSL and NSDL dated 30th December, 2016 and 16th January, 2017, respectively for admitting its securities in demat form. The ISIN allotted to the Company's Equity Shares is INE363W01018.

Dispatch of Share Certificates:

In accordance with the Scheme, new shares have been issued and allotted to the eligible shareholders of Bhagyanagar India Limited on 17.03.2017. Our Company has dispatched the physical share certificates to shareholders holding shares of Bhagyanagar Properties Limited in physical form on 11.05.2017. The shareholders who are holding DEMAT account with CDSL has been credited the new on 11.05.2017 and shareholders who are holding DEMAT account with NSDL has been credited the new shares on 11.05.2017.

Expert Opinions:

Save as stated elsewhere in this Information Memorandum, we have not obtained any expert opinions.

Previous Rights and Public Issues:

The Company has not made any public or rights issue since incorporation.

Commission and Brokerage on previous issues:

Since the Company has not issued shares to the public in the past, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since its inception.

Companies under the same management:

There are no companies under the same management within the meaning of Section 370(1B) of the erstwhile Companies Act, 1956 other than the ones disclosed elsewhere in the Information Memorandum.

Promise vis-à-vis Performance:

This is for the first time the Company is getting listed on the Stock Exchange.

Outstanding Debenture or Bonds and Redeemable Preference Shares and Other Instruments Issued by the Company:

There are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by the Company.

Stock Market Data for Equity Shares of the Company:

Equity shares of the Company are not listed on any stock exchanges. The Company is seeking approval for listing of shares through this Information Memorandum.

Disposal of Investor Grievances:

Karvy Computershare Private Limited is the Registrar and Transfer Agent of the Company to accept the documents/requests/complaints from the investors/shareholders of the Company. All documents are received at the inward department, where the same are classified based on the nature of the queries/actions to be taken and coded accordingly. The documents are then electronically captured before forwarding to the respective processing units. The documents are processed by professionally trained personnel. The Company has set up service standards for each of the various processors involved such as effecting the transfer/dematerialization of securities/change of address ranging from 3-7 days.

Mr.Rohit Jain, the Company Secretary and Compliance Officer of the Company is vested with responsibility of addressing the Investor Grievance in coordination with Registrar & Transfer Agents.

Name and Contact Address of the Company Secretary and Compliance Officer:

Mr.Rohit Jain
Company Secretary & Compliance Officer,
5th Floor, Surya Towers, Sardar Patel Road,
Secunderabad – 500 0003

Change in Auditors during last three years:

There has been no change in the Auditor to the Company since incorporation

Capitalization of reserves or profits:

Our Company has not capitalized reserves or profits since incorporation.

Revaluation of assets:

Our Company has not revalued its assets since incorporation.

SECTION VIII- MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The regulations contained in Table "F" in the first Schedule to the Companies Act, 2013 shall not apply to this Company, but the regulations for the Management of the Company and for the observance of the members thereof and their representatives shall subject to any exercise of the Statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolutions, as prescribed by the Companies Act, 2013 be such as are contained in these Articles.

SHARE CAPITAL AND VARIATION OF RIGHTS

1. The Authorized share capital of the Company shall be such amount and of such description as may be stated in Clause V of the Memorandum of Association of the Company at any given point of time, with such rights, privileges and conditions as provided by or under the Act or the terms of their issue as altered from time to time.
2. The Company in General Meeting may, from time to time increase the Capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased Capital shall be issued upon such terms and conditions and with such right and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine and in particular, such may be issued with a preferential or qualified right to divide and in the distribution of Assets of the Company.
3. Subject to the provisions of section 61, the company may, by ordinary resolution, consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
4. Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
5. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
6. Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
7. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law its share capital; any capital redemption reserve account; or any share premium account.

8. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
9.
 - i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
11. Subject to the provisions of the Articles and Section 55 and with sanction of an ordinary resolution any preference shares be issued on the terms that they are to be redeemed on such terms and in such manner as the Company may determine.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
13. The Directors may also allot and issue shares in the Capital of the Company as payment or part payment for any property, goods or machinery sold or transferred, or services rendered to the Company, and any shares which may be so allotted may be issued as fully or partly paid-up shares and if so issued, shall be deemed to be fully or partly paid up shares, as the case may be.
14. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments or at fixed times, every such installments or sum shall when due, be paid to the Company by the persons who for the time being shall be the member registered in respect of such shares or by his executor or administrator as if it were a call duly made by the Board and of which due notice had been given.
15. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
16. The Company and the Board shall incur no liability or responsibility in consequence of its registering or giving effect to a transfer of shares, made or purporting to be made, by the apparent legal owner thereof (as shown or appearing in the Register of Members), to the prejudice of persons having or claiming any equitable right to such shares and who may have entered such notice or referred thereto in any books of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to any equitable right, title or interest or be under any liability for refusing or

neglecting to do so though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at a liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

17. The shares may be issued at a premium or at discount as may be deemed expedient subject to the provisions of the Act and these Articles.

SHARE CERTIFICATE

18. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) One certificate for all his shares without payment of any charges; or

(b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

19. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
20. The provisions of Articles (21) and (22) shall *mutatis mutandis* apply to debentures of the company.

LIEN

21. The company shall have a first and paramount lien on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

22. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made
- (a) unless a sum in respect of which the lien exists is presently payable; or

- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
23. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- i. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - ii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
24. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

25. The directors may from time to time make such calls upon members in respect of any moneys unpaid on their shares and each member shall pay to the Company as required by the notice the amount called on his Shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
26. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
27. A call may be revoked or postponed at the discretion of the Board.
28. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
29. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
30. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at 12% (twelve percent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
31. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

32. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, 12% (twelve percent) per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

33. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
34. The Board may, subject to the right of appeal conferred by section 58 decline to register the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or any transfer of shares on which the company has a lien.
35. The Board may decline to recognize any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) The instrument of transfer is in respect of only one class of shares.
36. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

37. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares. Nothing in this clause shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
38. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
 - (b) To make such transfer of the share as the deceased or insolvent member could have made.

The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

39. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- i. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - ii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
40. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

41. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
42. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
43. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
44. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
45. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
46. i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration,

shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

iii) The transferee shall thereupon be registered as the holder of the share; and

iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

47. The provisions of these regulations as to forfeiture shall apply in case of non-payment of any sum which, by terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if had been payable by virtue of a call duly made and notified.

CAPITALISATION OF PROFITS

48. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (i), either in or towards—
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, un-issued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
49. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

- b. generally do all acts and things required to give effect thereto.
50. The Board shall have power—
- a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
 - c. Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

51. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

52. All general meetings other than annual general meeting shall be called extraordinary general meeting.
53. A Notice of 21 days (unless a shorter period consented to by all the members who are holder of equity shares) of every General Meeting specifying the place, day and the hour of the meeting and the general nature of business to be transacted there at shall be given to such persons as are under these regulations entitled to receive them.
54. The Board may, whenever it thinks fit, call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

55. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
56. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
57. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
58. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

59. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
60. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
61. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - a. on a show of hands, every member present in person shall have one vote; and
 - b. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
63. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
64. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
65. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
66. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
67. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
68. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

69. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power of authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
70. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

71. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

72. The number of Directors shall not be less than two and not more than fifteen including Managing Director and all kinds of Directors on the Board.
73. The following shall be the First Directors of the Company:
- 1) Shri. NARENDER SURANA
 - 2) Shri. DEVENDRA SURANA
 - 3) Shri. MANISH SURANA
74. The Directors are not required to hold qualification shares.
75. The Board shall have power at any time and from time to time to appoint one or more persons as directors / additional directors, provided the number of the directors already mentioned and the number of directors / additional directors thus appointed together shall not exceed the limit prescribed under Article 75. Such additional director shall hold office up to the date of the next Annual General Meeting of the company and shall be eligible for appointment by the company as a director at that meeting subject to the provision of the Act.
76. The Board may pay all expenses incurred in getting up and registering the company.
77. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
78. The fee payable to a Director for attending a meeting of the Board or Committee thereof shall be such sum as may be fixed by the Board from time to time within the limits prescribed by law or approved by the Central Government from time to time.
79. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

PROCEEDINGS OF THE BOARD

80. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
81. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
82. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
83. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board/Committee shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board/Committee, if any, shall have a second or casting vote.
84. The Board/committees may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.
85. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
86. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

BORROWING POWERS

87. Subject to section 73 and 179 of the Companies Act, 2013, and Regulations made there under and Directions issued by the RBI the directors may, from time to time, raise or borrow any sums of money for and on behalf of the Company from the member or other persons, companies or banks or they may themselves advance money to the company on such interest as may be approved by the Directors.
88. The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they deem fit and in particular by the issue of bonds or debentures or by pledge, mortgage, charge or any other security on all or any properties of the Company (both present and future) including its uncalled capital for the time being.

POWERS OF BOARD OF DIRECTORS

89. (i) The business of the Company shall be managed by the Board of Directors, who may exercise all such powers of the Company as are not by the Act or and statutory modifications thereof for the time being enforced, or by these regulations, required to be exercised by the Company in General meeting, subject to nevertheless to any of these regulations, to the provisions of said Act and to such regulations being not in consistence with the afore said regulations or provisions as may be prescribed by the Company in

general meeting, but no regulation made by the company shall invalidate any prior act of the Board which would have been valid if that regulation has not been made.

(ii) The Directors subject to the provisions section 179 of the Companies Act, 2013 and or any statutory amendment thereof for the time being in force may, from time to time, raise or borrow any sum of money for and borrow on behalf of the Company from the members, or other persons, Company's financial institutions or they may themselves advance money to the Company on such interest as may be approved by them.

(iii) The Directors subject to the provisions section 179 of the Companies Act, 2013 and or any statutory amendment thereof for the time being in force may, from time to time, secure the payment of the money in such manner and upon such terms and conditions in all respects as they think fit and particularly in the issue of debentures or bonds of the Company and its uncalled capital for the time being.

90. The Board of Directors have the power to remove the director for his actions against interest of the company, for involving in the same line of business which is detrimental to the interest of the company, for diverting the funds of the company or any other restricting as the Board of Directors pass or passed by the shareholders in the general meeting of the company.
91. The Board of Directors of the Company is allowed with a power to give and take any guarantee or corporate guarantee for and on behalf of the Company subject to the provisions Section 179 of the Companies Act, 2013 or any amendments thereto for the time being in force.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

92. Subject to the provisions of the Act, a chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
93. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

94. The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two persons one of whom shall be the Director and the other shall be such other person or persons as the Board may appoint for the purpose; and they shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

95. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
96. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
97. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
98. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (i) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (ii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
99. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
100. Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
101. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other money payable in respect of such share. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
102. No dividend shall bear interest against the company.

ACCOUNTS

103. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
104. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

105. Subject to the provisions of Chapter XX of the Act and rules made there under If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
106. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
107. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

108. Every Director and officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECRECY

109. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interests of the Company to communicate to the Public.

SECTION – IX**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the registered office of our Company on any working day (i.e. Monday to Friday and not being a bank holiday in Telangana) between 10.00 AM and 2.00 PM for a period of seven days from the date of filing of this Information Memorandum with the Stock Exchanges.

Documents for Inspection:

- (i) Memorandum and Articles of Association of the Company, as amended till date.
- (ii) Certification of incorporation of our company dated 25th April, 2006.
- (iii) Audited Financial Statements and Report of our company for the period ended March 31, 2016.
- (iv) Chartered Accountant certified Statement of Tax Benefit dated 10.03.2017.
- (v) Order dated 21st November, 2016 of the High Court of the Judicature at Hyderabad for the state of Telangana and for the State of Andhra Pradesh approving the Scheme of Arrangement.
- (vi) Letter under Clause 24(f) of Listing Agreement vide reference no. DCS/AMAL/MN/360/2016-17 and DCS/AMAL/MN/361/2016-17, dated 7th April, 2016 of BSE; and that of NSE vide reference no. NSE/LIST/68999 and NSE/LIST/69040 dated 11th April, 2016 approving the Scheme of Arrangement.
- (vii) SEBI's letter no. dated2017 granting relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular no. CIR/CFD/CMD/16/2015 November 30, 2015 for the purpose of listing of the shares of Bhagyanagar Properties Limited.
- (viii) BSE letter no. DCS/AMAL/ND/IP/817/2016-17 dated 16th June, 2017 granting in-principle approval for listing.
- (ix) NSE letter no. NSE/LIST/8721 dated 8th June, 2017 granting in-principle approval for listing.
- (x) Tripartite Agreement with NSDL, Registrar and Transfer Agent and our company.
- (xi) Tripartite Agreement with CDSL, Registrar and Transfer Agent and our company.

Any of the contracts or documents mentioned in the Information Memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act, 1956 / Companies Act, 2013 and other relevant statutes.

DECLARATION

All relevant provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified and applicable), the rules made thereunder and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Information Memorandum is in contrary to the provision of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified and applicable), the Securities and Exchange Board of India Act, 1992 or the rules made thereunder. We further certify that all statements made in the Information Memorandum are true and correct.

**For and on behalf of the Board of Directors of
Bhagyanagar Properties Limited**

**Rohit Jain
Company Secretary**

Place: Secunderabad
Date: 11.05.2017