

Annexure XI

BRIEF PARTICULARS OF THE TRANSFEREE COMPANY AND TRANSFEROR COMPANIES

Particulars	Transferee Company	Transferor Company – 1	Transferor Company – 2	Transferor Company – 3
Name of the company	Groyv India Limited	Ankur Buildtech Private Limited	Ganesh Contractors and Colonizers Limited	Ganesh Promoters Private Limited
Date of Incorporation & details of name changes, if any.	L74130DL1985PLC02153 2	U45201DL2004PTC125558	U74899DL1995PTC06637 7	U74899DL1993PTC054 865
Registered Office	122, 1st Floor, Vinobapuri, Lajpat Nagar Part II New Delhi 110024.	D-68, Hauz Khas, New Delhi – 110016.	D-68, Hauz Khas, New Delhi – 110016.	131 Moti Bazar, Chandni Chowk, New Delhi 110006.
Brief particulars of the scheme	The present Scheme of Arrangement deals with Amalgamation of Transferor Companies with Transferee Company, i.e. Ankur Buildtech Private Limited (Transferor Company-1), Ganesh Contractors and Colonizers Private Limited (Transferor Company-2), and Ganesh Promoters Private Limited (Transferor Company-3) with Groyv India Limited (Transferor Company-3). All the Transferor Companies and Transferee Company are controlled by same promoter Group. In order to consolidate business, make compliance effective and in beneficial interest of Stakeholders of Management of companies have proposed the Scheme of Amalgamation.			
Rationale for the scheme	The Transferor Companies and Transferee Company are engaged in similar nature of business hence, the amalgamation of the Ankur Buildtech Private Limited (Transferor Company -1), Ganesh Contractors and Colonizers Private Limited (Transferor Company-2), and Ganesh Promoters Private Limited (Transferor Company-3) with the Groyv India Limited (Transferor Company) will strengthen the balance sheet of the Transferee Company and shall create a larger and stronger entity, which will have better resources for business growth and expansion. The scheme of arrangement shall provide a running and profitable business to the Transferee Company which has growth potential and shall also provide the shareholders of Transferor Companies liquidity through listing and hence there is significant synergy for consolidation of the all the entities. Further This Scheme of Arrangement for Amalgamation of the Transferor Companies with the Transferee Company would result, inter-alia, in the following additional benefits to their respective members: i) Optimum and efficient utilization of capital, resources, assets and facilities; ii) Enhancement of competitive strengths including financial resources; iii) Consolidation of businesses and enhancement of economic value addition and shareholder value.			

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	iv) Obtaining synergy benefits; v) Better management and focus on growing the businesses. vi) The amalgamation would result in reduction of overheads, administrative, managerial and other expenditure and bring about operational rationalization, efficiency and optimum utilization of various resources. vii) A larger growing company will mean enhanced financial and growth prospects for the people and organization connected therewith, and will be in public interest. The amalgamation will conducive for better and more efficient and economical control over the business and financial conduct of the Companies.				
Date of resolution passed by the Board of Director of the company approving the scheme	February 15, 2018	February 15, 2018	February 15, 2018	February 15, 2018	February 15, 2018
Date of meeting of the Audit Committee in which the draft scheme has been approved	February 15, 2018	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Appointed Date	31.03.2017				
Name of Exchanges where securities of the company are listed	BSE Limited ("BSE")	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Nature of Business	The Company is engaged in the Business of Real estate and construction of world class residential spaces. Grovy has a vision to expand into the development of high rise residential complexes, group housing societies, retail, commercial and hospitality space.	The Company, is engaged in the business of land building, farms, and other immovable properties, property and real estate agents, brokers, dealers, colonizers, design, consultants and maintenance contracts etc.	The Company is engaged in business of owner, builders, colonizers developers, promoters, proprietor, occupations, lessor, lessees and contractors, and maintenance of every description including residential, commercial Industrial	The Company is engaged in business of real estate business, holding property consisting in any land superstructure or only superstructure deals in building materials within India or outside India or exchange or otherwise dispose of all kinds of lands buildings, houses, bungalows country houses etc.	

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Capital before the scheme (No. of equity shares as well as capital in rupees)	The authorized share capital is Rs. 1,50,00,000 representing 15,00,000 equity shares of Rs. 10 each.	The authorized share capital is Rs. 10,00,000 representing 10,000 equity shares of Rs. 100 each.	building and/or Colonisers, etc.	The authorized share capital is Rs. 2,00,00,000 representing 20,00,000 equity shares of Rs. 10 each.	The authorized share capital is Rs. 1,80,00,000 representing 18,00,000 equity shares of Rs. 10 each.
No. of shares to be issued	The paid-up share capital is Rs. 1,40,00,000 representing 14,00,000 equity shares of Rs. 10 each.	The paid-up share capital is Rs. 10,00,000 representing 10,000 equity shares of Rs. 100 each.	The paid-up share capital is Rs. 2,00,00,000 representing 20,00,000 equity shares of Rs. 10 each.	The paid-up share capital is Rs. 1,80,00,000 representing 18,00,000 equity shares of Rs. 10 each.	
Cancellation of shares on account of cross holding, if any	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Capital after the scheme (No. of equity shares as well as capital in rupees)	Rs. 25,144,010 (Rupees Two Crores Fifty One Lacs Forty Four Thousand and Ten Only) representing 2,514,401	Not Applicable	Not Applicable	Not Applicable	Not Applicable
		741 (Seven Forty One) Equity Shares of face value of Rs. 10/- (Rupees Ten) each in Grovy India Limited for every 100 (One Hundred) Equity Shares of face value of Rs. 100/- (Rupees One Hundred) each of AnkurBuildtech Private Limited.	62 (Sixty Two) Equity Shares of face value of Rs. 10/- (Rupees Ten) each in Grovy India Limited for every 100 (One Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten) each of Ganesh Contractors & Colonisers Private Limited.	69 (Sixty Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten) each in Grovy India Limited for every 100 (One Hundred) Equity Shares of face value of Rs. 10/- (Rupees Ten) each of Ganesh Promoters Private Limited.	

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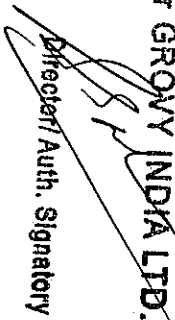
Net Worth	(Twenty Five Lacs Fourteen Thousand Four Hundred and One) Equity Shares of Rs. 10 (Rupees Ten) each.																					
Pre	Rs. 31,821,157.00																					
Post	Rs. 104,808,513.67																					
Valuation independent Chartered Accountant - Name of the valuer/ valuer firm and Regn no.																						
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Adjusted Book Value Methodology and Market Approach																					
Fair value per shares	Rs. 28.52																					
Exchange ratio	1																					
Name of Merchant Banker giving fairness opinion	Corporate Professional Capital Private Limited																					
Shareholding pattern	Pre		Post		Pre		Post		Pre		Post		Pre		Post		Pre		Post			
	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%	No.	%		
Promoter	764,446	54.6	1,878,847	74.72	10,000	100	Nil	NA	2,000,000	100	Nil	NA	1,800,000	100	Nil	NA						
Public	635,554	45.4	635,554	25.25	0	0	Nil	NA	0	0	Nil	NA	0	0	Nil	NA						

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Custodian	0	0.00	0	0.00	0	0	Nil	NA	0	0	Nil	NA	0	0	Nil	NA
Total	1,400,000	100.00	2,514,401	100.00	10,000	100	Nil	NA	2,000,000	100	Nil	NA	1,800,000	100	Nil	NA
No of shareholders	248		254		7		Nil		13		Nil		12		Nil	
Names of the Promoters (with PAN nos.)	Annexure – A1															
Names of the Board of Directors (with DIN and PAN nos.)	Annexure – A2															
Please specify relation among the companies involved in the scheme, if any	Group Companies			Group Companies			Group Companies			Group Companies			Group Companies			
Details regarding change in management control in listed or resulting company seeking listing if any	There will no Change of Management or Control in Transferee Company upon Scheme becoming effective.															

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Annexure - A1

List of Promoters of Grovy India Limited

Sr. No.	Name	PAN
1	RAJ KUMAR JALAN	AAAPJ1073E
2	RUSHABH BIMAL JALAN	AIHPJ7386D
3	ABHISHEK JALAN	AHOPJ9230A
4	ANKUR JALAN	AHOPJ9258Q
5	ROHAN JALAN	AFIPJ0322H
6	ANITA JALAN	AAIPJ7079A
7	PRAKASH CHAND JALAN	AAIPJ7085Q
8	BIMAL KUMAR JALAN (HUF) JALAN	AAFHB2042C
9	SUSHILA JALAN	AADPJ7396P
10	NISHIT JALAN	AFIPJ2857D
11	R.K.JALAN (HUF) . RKJ(HUF)	AAFHR0592F
12	P.C.JALAN(HUF). PCJ(HUF)	AAHP0026P
13	RADHA KISHAN JALAN (HUF) JALAN	AAHHR4384R

For Grovy India Limited
For GROVY INDIA LTD.


Director/ Auth. Signatory

Prakash Chand Jalan
Director
DIN: 00475545
Place: New Delhi

GROVY INDIA LTD.

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T: +91 11 4674 0000 F: +91 11 4674 0030 E: info@grovyindia.com W: www.grovyindia.com
Registered Office : 131 Moti Bazar, Chandni Chowk, Delhi 110 006, INDIA
CIN : I74130DI1985PLC021532



Annexure - A2

List of Board of Directors of Grovy India Limited

Sr. No.	Name	DIN	PAN
1	Prakash Chand Jalan	00475545	AAIPJ7085Q
2	Anita Jalan	00475635	AAIPJ7079A
3	Nishit Jalan	02964239	AFIPJ2857D
4	Gagan	07198705	CJVPS6094J
5	Parveen Kumar	07198706	AVFPK6420Q
6	Rajendar Parsad Rustagi	07198708	ADKPR5038C

For Grovy India Limited
FOR GROVY INDIA LTD.

Prakash Chand Jalan
Director
DIN: 00475545
Place: New Delhi

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