

FRANKLIN INDUSTRIES LIMITED Annexure-II

(Formerly Known as Murad Properties & Projects Ltd.)

(CIN: L45209GJ1983PLC092054)

Regd. off.: 708, Scarlet Business Hub, Opp. Ankur School, Near Mahalaxmi Panch Rasta, Fatehnagar, Paldi, Ahmedabad-380007.

E-mail Id: muradprop1983@gmail.com, Phone No.: 079 - 27541156

Website: www.muradpropertiesltd.com

Disclosure under Regulation 30 of the Listing Regulation read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015

Ref: Scheme of Arrangement for Demerger between Franklin Industries Limited ("FIL") and Aphrodite Industries Limited ("AIL")

1) Brief details of the Division to be demerged:

The Jewellery division of FIL is engaged in Manufacturing and Trading of Jewellery. This division works generally for the non-government sector.

2) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on financials of the last Financial Year:

Turnover of the Jewellery Division of FIL in Financial Year 2020-21:

Rs. 14,02,63,444/-

% of turnover of Jewellery Division of FIL to the total turnover of FIL: **93.40%**

3) Rational for Demerger:

This scheme of arrangement envisages demerger of Jewellery division of FIL in favour of another company namely AIL which is also a Jewellery Trading company. FIL intends to develop/restructure its two businesses to achieve optimum growth and development of both the business separately and to have separate concentrated focus on both the Jewellery and Agricultural Commodity.

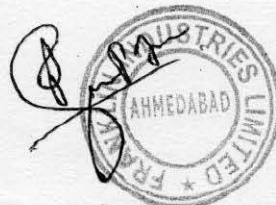
4) Brief details of Changes in shareholding pattern (if any) of all entities:

There will be no change in the shareholding pattern of FIL pursuant to the scheme.

Upon the Scheme becoming effective and in consideration of the demerger, AIL shall issue and allot 50 (Fifty) Equity Shares of Rs. 10/- each, credited as fully paid up ("New AIL Equity Shares") for every 100 (Hundred) Equity Shares of Rs. 10/- each, credited as fully paid up to each member of FIL, whose name is recorded in the register of members as a shareholder of the Company as on the Record Date.

The Shareholding Pattern of FIL pre and post demerger shall be as follows:

Particulars	Pre-Demerger		Post-Demerger	
	No. of Shares	%	No. of Shares	%
Promoters	0	0.00	0	0.00
Public	36,15,000	100.00	36,15,000	100.00
Others	-	-	-	-
Total	36,15,000	100	36,15,000	100



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The Shareholding Pattern of AIL pre and post demerger shall be as follows:

Particulars	Pre-Demerger		Post-Demerger	
	No. of Shares	%	No. of Shares	%
Promoters	22,70,000	47.29	22,70,000	34.35
Public	25,30,000	52.71	43,37,500	65.65
Others	-	-	-	-
Total	48,00,000	100	66,07,500	100

5) Whether listing would be sought for the resulting entity:

The management plans to list AIL on the stock exchange after the demerger, subject to regulatory clearances as per the relevant applicable laws.

6) Cash Consideration - amount or otherwise share exchange ratio:

Upon the Scheme becoming operative, AIL shall, in consideration of the transfer and vesting of Realty Division, without further application, issue and allot 50 (Fifty) Equity Share of Rs. 10/- each, credited as fully paid up ("New AIL Equity Shares") for every 100 (Hundred) Equity Shares of Rs. 10/- each, credited as fully paid up held by them in FIL as on the Record Date. The New AIL Equity Shares to be issued by AIL shall, in all respects, rank pari passu with the existing shares of AIL and shall rank for dividends from the date of their allotment.

AIL shall be entitled to discharge the consideration in respect of entitlements of the Equity Shareholders of FIL either by way of issue of Equity shares in AIL as per the Ratio provided above or by way of payment in cash to the extent of the fractional entitlements of the Equity Shares.

For, Franklin Industries Limited



Alpesh Gupta
Managing Director
DIN : 02227485

Date : 29.04.2021
Place: Ahmedabad