

**PRAKASH**  
Constrowell Limited

Concrete Values. Concrete Solutions.

**Ref No : PCL/2018-19/472**

**Date : February 7, 2019**

**BSE Limited**

25<sup>th</sup> Floor,  
Phiroz Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
Scrip Code: 533605

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051  
Symbol: PRAKASHCON

Dear Sirs,

**Sub: Disclosure with respect to the proposed Scheme of Arrangement between Prakash Constrowell Limited ("Demerged Company") and Bhumit Real Estate Private Limited ("Resulting Company")**

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We wish to inform you that the Board of Director at its meeting held on Saturday February 2, 2019 approved revision in the draft Scheme of Arrangement between Prakash Constrowell Limited ("Demerged Company") and Bhumit Real Estate Private Limited ("Resulting Company") and their respective shareholders under Section 230 to 232 of the Companies Act, 2013 (the Scheme), subject to requisite approvals.

The requisite information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 is enclosed herewith.

You are requested to take the same on record.

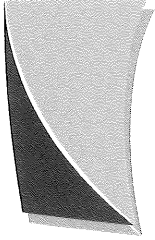
Thanking you,

Yours Faithfully,  
For **Prakash Constrowell Limited**

**Mukesh Chaudhary**  
Company Secretary



Encl : As above



**Disclosure of events and information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

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**1. Brief details of the division(s) to be demerged:**

Infrastructure Division / Civil Sector business activities will be demerged on a going concern basis, including all its assets, rights, licenses and powers, and all its debts, outstandings, liabilities, duties, obligations and employees.

**2. Rationale for demerger:**

Each of the varied businesses carried on by Demerged Company including Specified Undertaking (defined in the Scheme) have potential for growth and profitability. The nature of risk and competition involved in these businesses is distinct from other and consequently each business or undertaking is capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which each of these businesses are required to be handled and managed. In order to enable distinct focus of investors to invest in some of the key businesses and to lend greater/enhanced focus to the operation of the said businesses, the Demerged Company proposes to re-organize and segregate by way of a demerger its Specified Undertaking.

**3. Brief details of change in shareholding pattern (if any) of all entities:**

The Resulting Company is a wholly owned subsidiary company of the Demerged Company. Pursuant to the Scheme of Arrangement becoming effective, the Demerged Company and the Resulting Company will have mirror image / identical shareholding upon allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company in proportion to their shareholding on the record date to be fixed.

**4. Listing would be sought for the resulting entity:**

Yes, Listing on the Stock Exchange(s) would be sought for the Resulting Company.

