

# **VALUATION ANALYSIS**

**FOR THE PROPOSED AMALGAMATION OF**

**ANKUR BUILDTECH PRIVATE LIMITED**

**("TRANSFEROR COMPANY-1")**

**AND**

**GANESH CONTRACTORS AND COLONISERS PRIVATE LIMITED**

**("TRANSFEROR COMPANY- 2")**

**AND**

**GANESH PROMOTERS PRIVATE LIMITED**

**("TRANSFEROR COMPANY -3")**

**WITH**

**GROVY INDIA LIMITED**

**("TRANFEREE COMPANY")**

**PREPARED BY:-**

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## SECTION I – APPOINTMENT FOR DETERMINATION OF SHARE EXCHANGE RATIO

This Valuation Report has been prepared by M/s SANJEEV JAGDISH CHAND & ASSOCIATES to provide valuation of M/s Ankur Buildtech Private Limited (“Transferor Company-1”), M/s Ganesh Contractors and Colonisers Private Limited (“Transferor Company-2”), M/s Ganesh Promoters Private Limited (“Transferor Company-3”) with M/s Grovy India Limited (“Transferee Company”) in order to determine the share exchange ratio of equity shares of M/s Grovy India Limited (“Transferee Company”) viz-a-viz the equity shares of M/s Ankur Buildtech Private Limited (“Transferor Company-1”), M/s Ganesh Contractors and Colonisers Private Limited (“Transferor Company-2”), M/s Ganesh Promoters Private Limited (“Transferor Company-3”). The Appointed Date for this amalgamation has been kept as 1st April, 2018.

### 1. BRIEF OF THE COMPANIES INVOLVED UNDER THIS ARRANGEMENT

**‘GROVY INDIA LIMITED’ or ‘GIL’ or ‘Transferee Company’** bearing CIN L74130DL1985PLC021532 is a widely held listed company, incorporated on 23rd July, 1985. The registered office of the company is at 122, First Floor, Vinobapuri Lajpat Nagar Part – II, New Delhi – 110024, India. The shares of the Company is listed at Nation Wide Stock Exchange i.e. BSE Limited (“BSE”). The Company is engaged in the Business of Real estate and construction of world class residential spaces.

**ANKUR BUILDTECH PRIVATE LIMITED or ‘ABPL’ or ‘Transferor Company - 1’** bearing CIN U45201DL2004PTC125558 is an unlisted company originally incorporated on 1<sup>st</sup> April, 2004 under the provisions of Companies Act, 1956. The registered office of the Company is situated at D-68, Hauz Khas New Delhi – 110016. The Transferor Company- 1, 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.

**GANESH CONTRACTORS AND COLONISERS PRIVATE LIMITED (herein after referred to as ‘GCCPL’ or “Transferor Company -2”)**, bearing CIN U74899DL1995PTC066377 was incorporated on 15<sup>th</sup> March, 1995 under the provisions of Companies Act, 1956. The registered office of the Company is situated at D-68, Hauz Khas New Delhi – 110016. The Transferor Company-2 is engaged in business of owner, builders, colonizers developers, promoters, proprietor, occupations, lessor, lessees and contractors, maintenance and





mortgages of property of every description including residential, commercial Industrial building and/or Colonisers, etc.

**GANESH PROMOTERS PRIVATE LIMITED** (herein after referred to as 'GPPL' or "Transferor Company -3"), bearing CIN U74899DL1993PTC054865 was incorporated on 17<sup>th</sup> August, 1993 under the provisions of Companies Act, 1956. The registered office of the Company is situated at 131 Moti Bazar, Chandni Chowk New Delhi - 110006 India. The Transferor Company-3 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 outside India. To purchase, exchange or otherwise dispose of all kinds of lands buildings, houses, bungalows country houses etc.

## **2. OBJECTS AND RATIONALE OF 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 Grovy India Limited (Transferee 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;
- 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.

### **3. SCOPE OF SERVICES:-**

As a part of the advisory services, Management of the "GIL", "ABPL", "GCCPL", "GPPL" has appointed, M/s SANJEEV JAGDISH CHAND & ASSOCIATES, Chartered Accountants to independently analyse and undertake the valuation of M/s Ankur Buildtech Private Limited ("Transferor Company-1"), M/s Ganesh Contractors and Colonisers Private Limited ("Transferor Company-2"), M/s Ganesh Promoters Private Limited ("Transferor Company-3") and M/s Grovy India Limited ("Transferee Company") companies involved in the proposed scheme of arrangement.

The scope of work for the same is as under:

- Conduct a valuation of the M/s Ankur Buildtech Private Limited, M/s Ganesh Contractors and Colonisers Private Limited, M/s Ganesh Promoters Private Limited and M/s Grovy India Limited and provide a recommendation of Share Exchange Ratio pursuant to a proposed Scheme of Arrangement.

### **4. SCOPE & LIMITATIONS:-**

The Valuation exercise was carried out under the following limitations:

- To arrive at share exchange ratio under the said Proposed Scheme of Arrangement'; We have relied upon Management certified Balance Sheet and profit and Loss Statement of M/s Ankur Buildtech Private Limited, M/s Ganesh Contractors and Colonisers Private Limited, M/s Ganesh Promoters Private Limited and M/s Grovy India Limited for the period ended as on 30<sup>th</sup> September 2017;
- Management representation letter regarding fair value of properties in which investment has been made by the companies as on 30<sup>th</sup> September, 2017;
- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted herein, which might be relevant in the context of the transaction and which a wider scope might uncover.
- Draft Scheme of Arrangement as provided by the management.





## SECTION – II Companies Assessment

1. 'GROVY INDIA LIMITED' or 'GIL' or 'Transferee Company' bearing CIN L74130DL1985PLC021532 is a widely held listed company, incorporated on 23rd July, 1985. The registered office of the company is at 122, First Floor, Vinobapuri Lajpat Nagar Part – II, New Delhi – 110024, India. The shares of the Company is listed at Nation Wide Stock Exchange i.e. BSE Limited ("BSE"). The Company is engaged in the Business of Real estate and construction of world class residential spaces.

### Extract of Management Certified Balance Sheet of Grovy India Limited as on 30.09.2017

| Particulars                           | Amount in INR Million |              |
|---------------------------------------|-----------------------|--------------|
|                                       | As on 30.09.2017      |              |
| <b>SOURCES OF FUNDS</b>               |                       |              |
| Share Capital                         |                       | 14.00        |
| Reserve and surplus                   |                       | 17.82        |
| Non-Current Liabilities               |                       | -            |
| Current Liabilities                   |                       | 45.83        |
| <b>Total – Equity and Liabilities</b> |                       | <b>77.65</b> |
| <b>ASSETS</b>                         |                       |              |
| Non-Current Assets                    |                       | 16.09        |
| Current Assets                        |                       | 61.56        |
| <b>Total - Assets</b>                 |                       | <b>77.65</b> |

### Extract of Management Certified Profit & Loss Statement of Grovy India Limited for the 6 months period ended on 30<sup>th</sup> September 2017

| Particulars                            | (Amount in INR Million)  |              |
|--|--|--------------|
|  | For the 6 months period ended on 30 <sup>th</sup> September 2017 |              |
| Revenue From operations                |  | 59.00        |
| Other Income                           |  | 0.56         |
| <b>Total Income</b>                    |  | <b>59.56</b> |
| <b>Total Expenses</b>                  |  | <b>59.13</b> |
| <b>Prior Period items</b>              |  | <b>-</b>     |
| <b>Profit Before Tax</b>               |  | <b>0.43</b>  |
| Tax expense                            |  | 0.0013       |
| <b>Profit for the period after Tax</b> |  | <b>0.43</b>  |



The Capital Structure of Grovy India Limited as on 30th September, 2017 are as follow:

| Particulars                                    | Amount (INR)          |
|--|-----------------------|
| <b>Authorized Capital:</b>                     |                       |
| 15,00,000 Equity Shares of Rs.10/- each        | 1,50,00,000.00        |
| <b>Total</b>                                   | <b>1,50,00,000.00</b> |
| <b>Issued, Subscribed and Paid up Capital:</b> |                       |
| 14,00,000 Equity Shares of Rs.10/- each        | 1,40,00,000.00        |
| <b>Total</b>                                   | <b>1,40,00,000.00</b> |

2. **ANKUR BUILDTECH PRIVATE LIMITED** or 'ABPL' or 'Transferor Company - 1' bearing CIN U45201DL2004PTC125558 is an unlisted company originally incorporated on 1<sup>st</sup> April, 2004 under the provisions of Companies Act, 1956. The registered office of the Company is situated at D-68, Hauz Khas New Delhi – 110016. The Transferor Company- 1, 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.

**Extract of Management Certified Balance Sheet of Ankur Buildtech Private Limited as on 30.09.2017**

| Particulars                           | Amount in INR Million |             |
|---------------------------------------|-----------------------|-------------|
|                                       | As on 30.09.2017      |             |
| <b>SOURCES OF FUNDS</b>               |                       |             |
| Share Capital                         |                       | 1.00        |
| Reserve and surplus                   |                       | 1.07        |
| Non-Current Liabilities               |                       | 0.00        |
| Current Liabilities                   |                       | 0.05        |
| <b>Total – Equity and Liabilities</b> |                       | <b>2.12</b> |
| <b>ASSETS</b>                         |                       |             |
| Non-Current Assets                    |                       | 2.00        |
| Current Assets                        |                       | 0.12        |
| <b>Total - Assets</b>                 |                       | <b>2.12</b> |





**Extract of Management Certified Profit & Loss Statement of Ankur Buildtech Private Limited for the 6 months period ended on 30<sup>th</sup> September 2017**

| Particulars                            | (Amount in INR Million)  |
|--|--|
|  | For the 6 months period ended on 30 <sup>th</sup> September 2017 |
| Revenue From operations                | 0.10   |
| Other Income                           | -  |
| <b>Total Income</b>                    | <b>0.10</b>  |
| <b>Total Expenses</b>                  | <b>0.09</b>  |
| Prior Period items                     | -  |
| <b>Profit Before Tax</b>               | <b>0.01</b>  |
| Tax expense                            | -  |
| <b>Profit for the period after Tax</b> | <b>0.01</b>  |

The Capital Structure of Ankur Buildtech Private Limited as on 30th September, 2017 are as follow:

| Particulars                                    | Amount (INR)     |
|--|------------------|
| <b>Authorized Capital:</b>                     |                  |
| 10,000 Equity Shares of Rs.100/- each          | 10,000.00        |
| <b>Total</b>                                   | <b>10,000.00</b> |
| <b>Issued, Subscribed and Paid up Capital:</b> |                  |
| 10,000 Equity Shares of Rs.100/- each          | 10,000.00        |
| <b>Total</b>                                   | <b>10,000.00</b> |

3. **GANESH CONTRACTORS AND COLONISERS PRIVATE LIMITED** (herein after referred to as 'GCCPL' or "Transferor Company -2"), bearing CIN U74899DL1995PTC066377 was incorporated on 15<sup>th</sup> March, 1995 under the provisions of Companies Act, 1956. The registered office of the Company is situated at D-68, Hauz Khas New Delhi – 110016. The Transferor Company-2 is engaged in business of owner, builders, colonizers developers, promoters, proprietor, occupations, lessor, lessees and contractors, maintenance and mortgages of property of every description including residential, commercial Industrial building and/or Colonisers, etc.





**Extract of Management Certified Balance Sheet of Ganesh Contractors and Colonisers Private Limited as on 30.09.2017**

| Particulars                           | Amount in INR Million |              |
|---------------------------------------|-----------------------|--------------|
|                                       | As on 30.09.2017      |              |
| <b>SOURCES OF FUNDS</b>               |                       |              |
| Share Capital                         |                       | 20.00        |
| Reserve and surplus                   |                       | 15.53        |
| Non-Current Liabilities               |                       | 0.01         |
| Current Liabilities                   |                       | 0.01         |
| <b>Total – Equity and Liabilities</b> |                       | <b>35.55</b> |
| <b>ASSETS</b>                         |                       |              |
| Non-Current Assets                    |                       | 5.96         |
| Current Assets                        |                       | 29.59        |
| <b>Total - Assets</b>                 |                       | <b>35.55</b> |

**Extract of Management Certified Profit & Loss Statement of Ganesh Contractors and Colonisers Private Limited for the 6 months period ended on 30<sup>th</sup> September 2017**

| Particulars                            | (Amount in INR Million)  |             |
|--|--|-------------|
|  | For the 6 months period ended on 30 <sup>th</sup> September 2017 |             |
| Revenue From operations                |  | 2.73        |
| Other Income                           |  | -           |
| <b>Total Income</b>                    |  | <b>2.73</b> |
| <b>Total Expenses</b>                  |  | <b>0.37</b> |
| <b>Prior Period items</b>              |  | <b>-</b>    |
| <b>Profit Before Tax</b>               |  | <b>2.36</b> |
| Tax expense                            |  | -           |
| <b>Profit for the period after Tax</b> |  | <b>2.36</b> |

The Capital Structure of Ganesh Contractors and Colonisers Private Limited as on 30th September, 2017 are as follow:

| Particulars                             | Amount (INR)          |
|---|-----------------------|
| <b>Authorized Capital:</b>              |                       |
| 2,000,000 Equity Shares of Rs.10/- each | 2,00,00,000.00        |
| <b>Total</b>                            | <b>2,00,00,000.00</b> |



|  |                       |
|--|-----------------------|
| <b>Issued, Subscribed and Paid up Capital:</b> |                       |
| 2,000,000 Equity Shares of Rs.10/- each        | 2,00,00,000.00        |
| <b>Total</b>                                   | <b>2,00,00,000.00</b> |

4. **GANESH PROMOTERS PRIVATE LIMITED** (herein after referred to as 'GPPL' or "Transferor Company -3"), bearing CIN U74899DL1993PTC054865 was incorporated on 17<sup>th</sup> August, 1993 under the provisions of Companies Act, 1956. The registered office of the Company is situated at 131 Moti Bazar, Chandni Chowk New Delhi - 110006 India. The Transferor Company-3 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 outside India. To purchase, exchange or otherwise dispose of all kinds of lands buildings, houses, bungalows country houses etc.

**Extract of Management Certified Balance Sheet of Ganesh Promoters Private Limited as on 30.09.2017**

| Particulars                           | Amount in INR Million |              |
|---------------------------------------|-----------------------|--------------|
|                                       | As on 30.09.2017      |              |
| <b>SOURCES OF FUNDS</b>               |                       |              |
| Share Capital                         |                       | 18.00        |
| Reserve and surplus                   |                       | 17.39        |
| Non-Current Liabilities               |                       | 0.85         |
| Current Liabilities                   |                       | 0.02         |
| <b>Total – Equity and Liabilities</b> |                       | <b>36.26</b> |
| <b>ASSETS</b>                         |                       |              |
| Non-Current Assets                    |                       | -            |
| Current Assets                        |                       | 36.26        |
| <b>Total - Assets</b>                 |                       | <b>36.26</b> |

**Extract of Management Certified Profit & Loss Statement of Ganesh Promoters Private Limited for the 6 months period ended on 30<sup>th</sup> September 2017**

| Particulars               | (Amount in INR Million)  |             |
|---------------------------|--|-------------|
|                           | For the 6 months period ended on 30 <sup>th</sup> September 2017 |             |
| Revenue From operations   |  | 2.49        |
| Other Income              |  | -           |
| <b>Total Income</b>       |  | <b>2.49</b> |
| <b>Total Expenses</b>     |  | <b>0.37</b> |
| <b>Prior Period items</b> |  | <b>-</b>    |





|                                 |      |
|---------------------------------|------|
| Profit Before Tax               | 2.12 |
| Tax expense                     | -    |
| Profit for the period after Tax | 2.12 |

The Capital Structure of Ganesh Promoters Private Limited as on 30th September, 2017 are as follow:

| Particulars                                    | Amount (INR)          |
|--|-----------------------|
| <b>Authorized Capital:</b>                     |                       |
| 1,800,000 Equity Shares of Rs.10/- each        | 1,80,00,000.00        |
| <b>Total</b>                                   | <b>1,80,00,000.00</b> |
| <b>Issued, Subscribed and Paid up Capital:</b> |                       |
| 1,800,000 Equity Shares of Rs.10/- each        | 1,80,00,000.00        |
| <b>Total</b>                                   | <b>1,80,00,000.00</b> |



### SECTION III - METHODS OF VALUATION ADOPTED

In case of a merger valuation, the emphasis is on arriving at the "relative" values of the shares of the merging companies to facilitate determination of the "share exchange ratio". Hence, the purpose is not to arrive at absolute values of the shares of the companies.

#### Judicial Pronouncements:-

#### **Hindustan lever Employees' Union v/s Hindustan lever Limited and others (1995) 83 Company cases 30 (SC)**

The jurisdiction of the Court in sanctioning a claim of merger is not to ascertain mathematical accuracy if the determination satisfied the arithmetical test. A company court does not exercise an appellate jurisdiction. It exercises a jurisdiction founded on fairness. It is not required to interfere only because the figure arrived at by the valuer was not as good as it would have been if another method had been adopted. What is imperative is that such determination should not have been contrary to law and that it was not unfair for the shareholders of the company which was being merged.

The Hon'ble Supreme Court held "We do not think that the internal management, business activity or institutional operation of public bodies can be subjected to inspection by the court. To do so, is incompetent and improper and, therefore, out of bounds."

The **dominance of profits for valuation of share was emphasised in "McCathies case"** (Taxation, 69 CLR 1) where it was said that *"the real value of shares in a company will depend more on the profits which the company has been making and should be capable of making, having regard to the nature of its business, than upon the amount which the shares would realize on liquidation"*. This was also reiterated by the Indian Courts in Commissioner of Wealth Tax v. **MahadeoJalan's case (S.C.)** (86 ITR 621) and Additional Commissioner of Gift Tax v. Kusumben D. Mahadevia (S.C.) (122 ITR 38).

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. Present and prospective competition, yield on comparable securities, and market sentiments etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share.

**Based on the facts of the case, we have applied Market Value Methodology (wherever applicable) and Adjusted Book Value (BV) Methodology.**





## SECTION – IV Valuation Analysis

### ADJUSTED BOOK VALUE METHOD:-

Book Value Method (BV) views the business as a set of assets and liabilities that are used as building blocks to construct the base value of the company. This method is generally used to evaluate the entry barrier that exists in a business as well as this method is suited for companies having common management and shareholders as in case of group consolidation no assets or liabilities are moving outside the group.

Adjusted Book Value Methodology is distinguished from Book Value Methodology as it involves a determination of fair market value of assets and liabilities on a basis of going concern.

#### **1. M/S GROVY INDIA LIMITED**

GROVY INDIA LIMITED' or 'GIL' or 'Transferee Company' bearing CIN L74130DL1985PLC021532 is a widely held listed company, incorporated on 23rd July, 1985. The registered office of the company is at 122, First Floor, Vinobapuri Lajpat Nagar Part – II, New Delhi – 110024, India. The shares of the Company is listed at Nation Wide Stock Exchange i.e. BSE Limited ("BSE"). The Company is engaged in the Business of Real estate and construction of world class residential spaces. After looking into the business model, we have carried the Valuation as per Market Value Methodology and Adjusted Book Value Methodology.

| Valuation based on Adjusted Book Value Methodology - Grovy India Limited as on 30.09.2017 |                        |
|---|------------------------|
| Particulars   | Amount in INR Millions |
| Share Capital   | 14.00                  |
| Reserves and Surplus  | 17.82                  |
| Appreciation or (Diminution) in the Value of Investment (Post suitable adjustments)#      | 7.07                   |
| <b>Net Asset Value</b>  | <b>38.89</b>           |

#### # Notes:

- Management of the GIL has represented us that property of the Company at Haridwar and Safdurjang Enclave Delhi is latest purchase of the Company, accordingly their book value may be taken as their Fair Value. Further the Management of the GIL has also represented us that property of the Company at Hauz Khas Delhi has fair value of INR 7.37 Million.
- The Company also holds investment in Procter & Gamble Hygiene & Health Care Limited, Uniphos Enterprises Limited and JM Floater Long Term Fund Growth Option. Fair Market Value of all these investments have been calculated based upon market price as on 14th Feb. 2018.



| Valuation based on Market Value Methodology - Grovy India Limited as on 14.02.2018 |           |
|--|-----------|
| Particulars  | INR       |
| Average of 26 weeks price....(A)   | 29.26     |
| Average of 2 weeks price....(B)  | -         |
| Maximum of (A) or (B)  | 29.26     |
| No. of Equity Shares as on 30.09.2017  | 1,400,000 |
| Equity Value (INR Millions)  | 40.96     |

## Notes:

- As the BoD of the Company has approved the scheme of arrangement for amalgamations between companies involved as on 15th Feb. 2018 during market hours. Accordingly we have considered market price of the Company for 26 weeks and 2 weeks back from 14th Feb. 2018 considering SEBI circular CFD/DIL3/CIR/2017/26 dated 23rd March, 2017. Average two weeks price not available as trading not taken place on these days.

Computation of Fair Value of Equity Shares of Grovy India Limited

| All Amount INR Millions               |   |                     |        |              |                               |
|---------------------------------------|---|---------------------|--------|--------------|-------------------------------|
| Approach Applied                      | Comments  | Methodology Applied | Weight | Equity Value | Weighted Average Equity Value |
| Asset                                 | We have considered adjusted book value based upon Management certified Balance Sheet of the Company as on 30.09.2017 and appropriate adjustments been made relating to appreciation in the Value of Investments made. | Adjusted Value Book | 1      | 38.89        | 38.89                         |
| Market                                | Since the shares of the Company are frequently traded on BSE as on 14.02.2018, therefore we have valued the Company as per SEBI (ICDR) Regulation, 2009 Refer Regulation 76, and Preferential Issue Chapter VII.      | Market Price        | 1      | 40.96        | 40.96                         |
| Income                                | We have not been provided financial projections of the Company, therefore we have not applied this valuation approach.  | -                   | -      | -            | -                             |
| Weighted Average Equity Value         |   |                     |        |              | 39.92                         |
| No. of Equity Shares as on 30.09.2017 |   |                     |        |              | 1400000                       |
| Value per Equity share (INR)          |   |                     |        |              | 28.52                         |





## 2. ANKUR BUILDTECH PRIVATE LIMITED

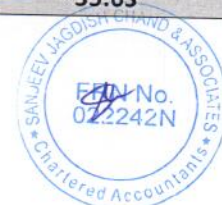
ANKUR BUILDTECH PRIVATE LIMITED or 'ABPL' or 'Transferor Company - 1' bearing CIN U45201DL2004PTC125558 is an unlisted company originally incorporated on 1<sup>st</sup> April, 2004 under the provisions of Companies Act, 1956. The registered office of the Company is situated at D-68, Hauz Khas New Delhi – 110016. The Transferor Company- 1, 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. After looking into the business model, we have carried the Valuation as per Adjusted Book Value Methodology.

| Valuation based on Adjusted Book Value Methodology - Ankur Buildtech Private Limited as on 30.09.2017 |                        |
|---|------------------------|
| Particulars   | Amount in INR Millions |
| Share Capital   | 1.00                   |
| Reserves and Surplus  | 1.07                   |
| Appreciation or (Diminution) in the Value of Investment (Post suitable adjustments)                   | 0.04                   |
| <b>Net Asset Value</b>  | <b>2.11</b>            |
| No. of Equity Shares as on 30.09.2017   | 10,000                 |
| <b>Value Per Share (INR)</b>  | <b>211.34</b>          |

## 3. GANESH CONTRACTORS AND COLONISERS PRIVATE LIMITED

GANESH CONTRACTORS AND COLONISERS PRIVATE LIMITED (herein after referred to as 'GCCPL' or "Transferor Company -2"), bearing CIN U74899DL1995PTC066377 was incorporated on 15<sup>th</sup> March, 1995 under the provisions of Companies Act, 1956. The registered office of the Company is situated at D-68, Hauz Khas New Delhi – 110016. The Transferor Company-2 is engaged in business of owner, builders, colonizers developers, promoters, proprietor, occupations, lessor, lessees and contractors, maintenance and mortgages of property of every description including residential, commercial Industrial building and/or Colonisers, etc. After looking into the business model, we have carried the Valuation as per Adjusted Book Value Methodology.

| Valuation based on Adjusted Book Value Methodology - Ganesh Contractors And Colonisers Private Limited as on 30.09.2017 |                        |
|---|------------------------|
| Particulars   | Amount in INR Millions |
| Share Capital   | 20.00                  |
| Reserves and Surplus  | 15.53                  |
| Appreciation or (Diminution) in the Value of Investment (Post suitable adjustments)                                     | 0.10                   |
| <b>Net Asset Value</b>  | <b>35.63</b>           |



|                                       |           |
|---------------------------------------|-----------|
| No. of Equity Shares as on 30.09.2017 | 2,000,000 |
| Value Per Share (INR)                 | 17.81     |

#### 4. GANESH PROMOTERS PRIVATE LIMITED

GANESH PROMOTERS PRIVATE LIMITED (herein after referred to as 'GPPL' or "Transferor Company -3"), bearing CIN U74899DL1993PTC054865 was incorporated on 17<sup>th</sup> August, 1993 under the provisions of Companies Act, 1956. The registered office of the Company is situated at 131 Moti Bazar, Chandni Chowk New Delhi - 110006 India. The Transferor Company-3 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 outside India. To purchase, exchange or otherwise dispose of all kinds of lands buildings, houses, bungalows country houses etc. After looking into the business model, we have carried the Valuation as per Adjusted Book Value Methodology.

| Valuation based on Adjusted Book Value Methodology - Ganesh Promoters Private Limited as on 30.09.2017 |                        |
|--|------------------------|
| Particulars  | Amount in INR Millions |
| Share Capital  | 18.00                  |
| Reserves and Surplus   | 17.39                  |
| Appreciation or (Diminution) in the Value of Investment (Post suitable adjustments)                    | 0.12                   |
| <b>Net Asset Value</b>   | <b>35.51</b>           |
| No. of Equity Shares as on 30.09.2017  | 1,800,000              |
| <b>Value Per Share (INR)</b>   | <b>19.73</b>           |





## SECTION V – SHARE EXCHANGE RATIO

### SHARE EXCHANGE RATIO FOR MERGER:-

On the basis of above analysis the share exchange ratio has been arrived at and accordingly the Transferee Company shall, without any further act or deed and without any further payment, issue and allot equity shares on a proportionate basis to each member of the Transferor Company whose name is recorded in the Register of Members/ List of Beneficial Owners for shares in dematerialized form of the Transferor Company on the Record Date to be fixed by the Transferor Company.

| Valuation Approach                          | Grovy India Limited   |        | Ankur Buildtech Private Limited # |        | Ganesh Contractors & Colonisers Private Limited # |        | Ganesh Promoters Private Limited # |        |
|---|-----------------------|--------|-----------------------------------|--------|---|--------|------------------------------------|--------|
|   | Value per Share (INR) | Weight | Value per Share (INR)             | Weight | Value per Share (INR)                             | Weight | Value per Share (INR)              | Weight |
| Asset Approach                              | 27.78                 | 1.00   | 211.34                            | 1.00   | 17.81   | 1.00   | 19.73                              | 1.00   |
| Income Approach                             | -                     | -      | -                                 | -      | -   | -      | -                                  | -      |
| Market Approach                             | 29.26                 | 1.00   | -                                 | -      | -   | -      | -                                  | -      |
| Relative Value per Share (INR)              | 28.52                 |        | 211.34                            |        | 17.81   |        | 19.73                              |        |
| Exchange Ratio per share (Rounded off)      | 1                     |        | 7.41                              |        | 0.62  |        | 0.69                               |        |
| Exchange Ratio per 100 shares (Rounded off) | 100                   |        | 741                               |        | 62  |        | 69                                 |        |

# Note: Since the asset base of ABPL , GCCPL , GPPL dominates the earning capacity of the companies. Therefore we have given 100% weight to Asset Approach after considering appreciation in the value of investment made by these companies.

- **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/- (Rupee One Hundred) each of Ankur Buildtech 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/- (Rupee 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/- (Rupee Ten) each of Ganesh Promoters Private Limited.

For **SANJEEV JAGDISH CHAND & ASSOCIATES**

Place: New Delhi

Date – 14<sup>th</sup> Feb, 2018

