



# Brahmaputra Infrastructure Ltd.

## BRIEF SYNOPSIS OF THE SCHEME OF AMALGAMATION OF BRAHMAPUTRA INFRAPROJECT LTD WITH BRAHMAPUTRA INFRASTRUCTURE LTD

The Scheme of Amalgamation of **Brahmaputra Infracproject Ltd (the Transferor Company)** with **Brahmaputra Infrastructure Ltd (the Transferee Company)**, was approved by the Hon'ble High Court of Delhi vide its order dated 4<sup>th</sup> January, 2013.

The Appointed Date for the aforesaid Scheme of Amalgamation is 1<sup>st</sup> April, 2012.

The aforesaid Scheme of Amalgamation has been effective from 11<sup>th</sup> March, 2013; being the date of filing of the formal order of the Hon'ble High Court with the Registrar of Companies.

Upon the Scheme finally coming into effect and in consideration of the transfer and vesting of all the said assets and liabilities of the Transferor Company to the Transferee Company in terms of the Scheme of Amalgamation, the Transferee Company – Brahma Putra Infrastructure Ltd will issue and allot 2 (two) Equity Shares of Rs. 10 each, credited as fully paid up, for every 1 (one) Equity Share of Rs. 10 each held in the Transferor Company to all the Equity Shareholders of the Transferor Company – Brahma Putra Infracproject Ltd, whose names appear in the Register of Members as on the Record Date.

### **For example:**

In case a shareholder is holding 100 equity shares of Rs. 10 each of the Transfer Company – Brahma Putra Infracproject Ltd., as on the Record Date; he shall be allotted, in lieu of his shareholding in the Transferor Company, new shares of the Transferee Company – Brahma Putra Infrastructure Ltd., in the following manner:

	Holding of the Shareholder
Pre-Merger	100 (one hundred) equity shares of Rs 10 each fully paid-up in the Transferor Company – Brahma Putra Infracproject Ltd.*
Post-Merger	200 (two hundred) equity shares of Rs 10 each fully paid-up in the Transferee Company – Brahma Putra Infrastructure Ltd.

\*The entire shareholding in the Transferor Company will be deemed to be cancelled.

The Board of Directors of the Company has fixed Friday, 22nd March, 2013 as the record date for the purpose of determining eligibility of the shareholders of Brahma Putra Infracproject Ltd for allotment of shares in Brahma Putra Infrastructure Ltd in terms of the aforesaid Scheme of Amalgamation.

Based upon holding on the record date, Board of Directors of Brahma Putra Infrastructure Ltd. shall issue new share certificates to those shareholders holding shares in physical form and similarly do credit of new equity shares of Brahma Putra Infrastructure Ltd., through corporate action in the beneficiary account of shareholders holding shares in electronic form as the case may be, in lieu and cancellation of all existing equity shares of the Transferor Company – Brahma Putra Infracproject Ltd.

Please note that the Shares of the Transferor Company – Brahma Putra Infracproject Ltd will not be tradable after the record date.

Further to note that Shares to be allotted pursuant to Scheme of Amalgamation, will remain frozen till listing and trading permission is given by the Bombay Stock Exchange (BSE).

Yours sincerely,  
For Brahma Putra Infrastructure Ltd.

  
Manoj Kumar Prithani  
Managing Director