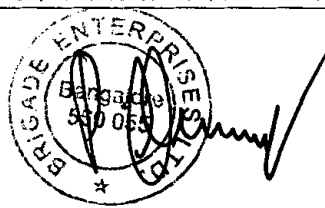


Brief particulars of the transferee and transferor companies:

| Particulars | Transferee Companies | Transferor Company |
|---|--|--|
| Name of the company | <ol style="list-style-type: none"> 1. Brigade Hotel Ventures Limited 2. Brigade Hospitality Services Limited 3. Augusta Club Private Limited | Brigade Enterprises Limited |
| Date of Incorporation & details of name changes, if any | <ol style="list-style-type: none"> 1. Brigade Hotel Ventures Limited -24th August, 2016 2. Brigade Hospitality Services Limited -1st June , 2004 3. Augusta Club Private Limited -1st September, 2016 | 8 th November, 1995 |
| Registered Office | <p>1 & 3: 29th & 30th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055</p> <p>2: 29th & 30th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055</p> | 29 th & 30 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| Brief particulars of the scheme | <p>Scheme of Arrangement (hereinafter referred to as "the Scheme") pursuant to Sections 230 to 233 of the Companies Act, 2013 whereby three business undertakings of the Company, namely, the hotels business undertaking integrated clubs and convention centres business undertaking and 'Augusta Club' business undertaking of the Company (hereinafter collectively referred to as "the Transferred Undertakings"), will be transferred, on a going concern basis to Brigade Hotel Ventures Limited, Brigade Hospitality Services Limited and Augusta Club Private Limited, respectively. All the three transferee companies are wholly-owned subsidiaries of Brigade Enterprises Limited. The Appointed Date for the transfer is 1st October, 2016.</p> | |



Consequent to the transfer of the transferred undertakings, the following consideration would be discharged by the Transferee Companies either by issue and allotment of optionally convertible redeemable preference shares (OCRPS) or by payment of cash or cash equivalent consideration or by a combination of both :

| Name of the transferee company | Consideration (Rs. in lakhs) |
|--------------------------------------|------------------------------|
| Brigade Hotel Ventures Limited | 28,043 |
| Brigade Hospitality Services Limited | 2,959 |
| Augusta Club Private Limited | 325 |

The Scheme is subject to necessary statutory and regulatory approvals including the approval of the Central Government, the National Company Law Tribunal, the Registrar of Companies, the Stock Exchanges, the Securities & Exchange Board of India and the respective shareholders of all the Companies.

Rationale for the scheme

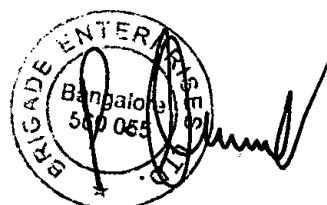
i. The Board of Directors of Brigade Enterprises Limited, Transferor Company recognize that the following business undertakings have their own independent identity and have future growth potential:

- a) Hotels ("Hotels");
- b) MLR Convention Centre - J.P. Nagar, MLR Convention Centre - Whitefield, Woodrose Club, J.P.Nagar and Galaxy Club, Malleshwaram-Rajajinagar ("Integrated Clubs and Convention Centers");
- c) Augusta Club.

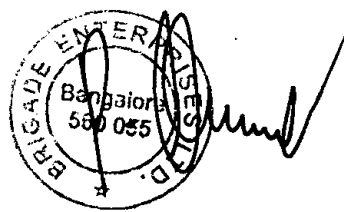
Further, the capital and cash flow requirements and human resource requirements of each of these business undertakings are different from that of the remaining real estate business and require a more focused approach for further growth to unlock the intrinsic value.

ii. This arrangement will help provide focused leadership and management attention to each of these business undertakings.

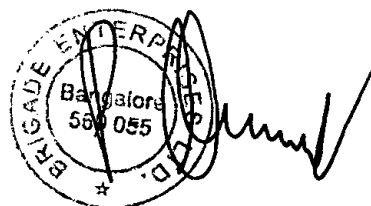
iii. With the experience the Transferor Company has gained over the years in real estate business and property development, the Transferor Company will be able to focus on the Remaining Business i.e. property development and real estate business and use specialist resources it has in this area, to grow the business and enhance the shareholder returns on a year on year basis.



| | iv. Overall, the Scheme of Arrangement is intended to restructure within the group of companies controlled by the Transferor Company to segregate the (i) Hotels, (ii) Integrated Clubs and Convention Centres and (iii) Augusta club business undertakings to enable better and more efficient management, control and running of its various businesses in a focused manner and offering opportunities to the management of the companies to vigorously pursue growth and expansion of the respective divisions. | | | | | | | | | |
|--|--|--|--------------------------------|------------------------------|--------------------------------|--------|--------------------------------------|-------|------------------------------|-----|
| Date of resolution passed by the Board of Director of the company approving the scheme | 15 th December, 2016 | 15 th December, 2016 | | | | | | | | |
| Date of meeting of the Audit Committee in which the draft scheme has been approved | | 15 th December, 2016 | | | | | | | | |
| Appointed Date | | 1 st October, 2016 | | | | | | | | |
| Name of Exchanges where securities of the company are listed | All three companies are unlisted | The National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) | | | | | | | | |
| Nature of Business | Hospitality business by all three companies | Property Development & Real Estate Business | | | | | | | | |
| Equity Capital before the scheme | Brigade Hotel Ventures Limited : Rs. 10,00,00,000/- Brigade Hospitality Services Limited : Rs. 10,00,00,000/- Augusta Club Private Limited : Rs. 5,00,000/- | Rs. 113,63,59,900 | | | | | | | | |
| No. of shares to be issued | The following consideration would be discharged by the Transferee Companies either by issue and allotment of optionally convertible redeemable preference shares (OCRPS) or by payment of cash or cash equivalent consideration or by a combination of both : | | | | | | | | | |
| | <table border="1"> <thead> <tr> <th>Name of the transferee company</th> <th>Consideration (Rs. in lakhs)</th> </tr> </thead> <tbody> <tr> <td>Brigade Hotel Ventures Limited</td> <td>28,043</td> </tr> <tr> <td>Brigade Hospitality Services Limited</td> <td>2,959</td> </tr> <tr> <td>Augusta Club Private Limited</td> <td>325</td> </tr> </tbody> </table> | | Name of the transferee company | Consideration (Rs. in lakhs) | Brigade Hotel Ventures Limited | 28,043 | Brigade Hospitality Services Limited | 2,959 | Augusta Club Private Limited | 325 |
| Name of the transferee company | Consideration (Rs. in lakhs) | | | | | | | | | |
| Brigade Hotel Ventures Limited | 28,043 | | | | | | | | | |
| Brigade Hospitality Services Limited | 2,959 | | | | | | | | | |
| Augusta Club Private Limited | 325 | | | | | | | | | |
| Cancellation of shares on account of cross holding, if any | Nil | Nil | | | | | | | | |



| | | | | |
|--|---|--------------|---|--------------|
| Equity Capital after the scheme | Brigade Hotel Ventures Limited : Rs. 10,00,00,000/- Brigade Hospitality Services Limited : Rs. 10,00,00,000/- Augusta Club Private Limited : Rs. 5,00,000/- | | Rs. 113,63,59,900 | |
| Net Worth | (Rs. in crores) | | (Rs. in crores) | |
| Pre | | | 1586 | |
| Post | | | 1305 | |
| Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no. | M/s. B. K. Ramadhyani & Co. LLP (Firm Registration No. 0028785) | | | |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | Net asset value method | | Net asset value method | |
| Fair value per share | Not applicable | | Not applicable | |
| Exchange ratio | Not applicable | | | |
| Name of Merchant Banker giving fairness opinion | M/s Intensive Fiscal Services Private Limited | | | |
| Shareholding pattern | Pre | | Post | |
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Promoter | Annexure A | | Annexure B | |
| Public | | | | |
| Custodian | | | | |
| TOTAL | | | | |
| No of shareholders | | | | |
| Names of the Promoters | Brigade Enterprises Limited for all the three companies | | Mr.M. R. Jaishankar Mrs. Githa Shankar | |
| Names of the Board of Directors | Annexure C | | Annexure D | |
| Details regarding change in management control if any | Not applicable | | | |



ANNEXURE - A

SHAREHOLDING PATTERN - BRIGADE HOTEL VENTURES LIMITED

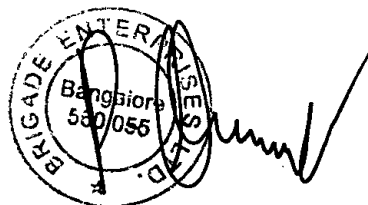
| Shareholding pattern | Pre | | Post | |
|----------------------|------------------|--------------|------------------|--------------|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Promoter | 10,00,000 | 100 | 10,00,000 | 100 |
| Public | - | - | - | - |
| Custodian | - | - | - | - |
| TOTAL | 10,00,000 | 100 | 10,00,000 | 100 |
| No of shareholders | 7 | | 7 | |

SHAREHOLDING PATTERN - BRIGADE HOSPITALITY SERVICES LIMITED

| Shareholding pattern | Pre | | Post | |
|----------------------|--------------------|--------------|--------------------|--------------|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Promoter | 1,00,00,000 | 100 | 1,00,00,000 | 100 |
| Public | - | - | - | - |
| Custodian | - | - | - | - |
| TOTAL | 1,00,00,000 | 100 | 1,00,00,000 | 100 |
| No of shareholders | 7 | | 7 | |

SHAREHOLDING PATTERN - AUGUSTA CLUB PRIVATE LIMITED

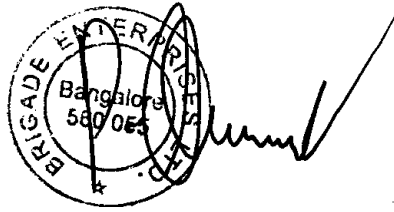
| Shareholding pattern | Pre | | Post | |
|----------------------|---------------|--------------|---------------|--------------|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Promoter | 50,000 | 100 | 50,000 | 100 |
| Public | - | - | - | - |
| Custodian | - | - | - | - |
| TOTAL | 50,000 | 100 | 50,000 | 100 |
| No of shareholders | 2 | | 2 | |



ANNEXURE-B

SHAREHOLDING PATTERN - BRIGADE ENTERPRISES LIMITED

| Shareholding pattern | Pre | | Post | |
|----------------------|------------------|--------------|------------------|--------------|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Promoter | 63734256 | 56.09 | 63734256 | 56.09 |
| Public | 49901734 | 43.91 | 49901734 | 43.91 |
| Custodian | - | - | - | - |
| TOTAL | 113635990 | 100 | 113635990 | 100 |
| No of shareholders | 56006 | | 56006 | |



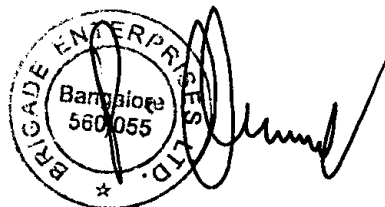
ANNEXURE-C

LIST OF DIRECTORS - BRIGADE HOTEL VENTURES LIMITED

| Sl. No. | Director Identification Number (DIN) | Name of the Director | Designation | Address |
|---------|--------------------------------------|----------------------|-------------|---|
| 1 | 00191267 | Mr. M. R. Jaishankar | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 2 | 02750342 | Ms. Nirupa Shankar | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 3 | 06362115 | Mr. Vineet Verma | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |

LIST OF DIRECTORS - BRIGADE HOSPITALITY SERVICES LIMITED

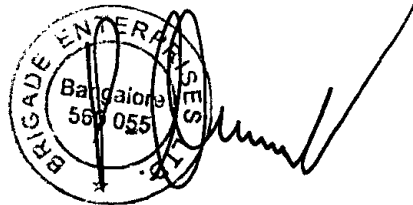
| Sl. No. | Director Identification Number (DIN) | Name of the Director | Designation | Address |
|---------|--------------------------------------|----------------------|----------------------|---|
| 1 | 00191267 | Mr. M. R. Jaishankar | Managing Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 2 | 06362115 | Mr. Vineet Verma | Executive Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 3 | 01612882 | Ms. Githa Shankar | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 4 | 02750342 | Ms. Nirupa Shankar | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 5 | 01421431 | Mr. P Balaram Menon | Independent Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |



| | | | | |
|---|----------|----------------------|-------------------------|---|
| 6 | 01524546 | Mr. M.S. Ravindra | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560055 |
| 7 | 00235941 | Mr. Mohan Parvatikar | Independent Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560055 |

LIST OF DIRECTORS - AUGUSTA CLUB PRIVATE LIMITED

| Sl. No. | Director Identification Number (DIN) | Name of the Director | Designation | Address |
|---------|--------------------------------------|----------------------|-------------|---|
| 1 | 00191267 | Mr. M. R. Jaishankar | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560055 |
| 2 | 02750342 | Ms. Nirupa Shankar | Director | 29 th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560055 |



ANNEXURE-D

LIST OF DIRECTORS - BRIGADE ENTERPRISES LIMITED

| Sl. No. | Name of the Directors | Designation | Director Identification Number (DIN) | Address |
|---------|---------------------------|------------------------------|--------------------------------------|---|
| 1. | Mr. M. R. Jaishankar | Chairman & Managing Director | 00191267 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 2. | Ms. Githa Shankar | Wholetime Director | 01612882 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 3. | Mr. M. R. Gurumurthy | Non-Executive Director | 01367579 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 4. | Mr. M. R. Shivram | Non-Executive Director | 00824560 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 5. | Mr. P.V. Maiya | Independent Director | 00195847 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 6. | Mr. Aroon Raman | Independent Director | 00201205 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 7. | Dr. K. R. S. Murthy | Independent Director | 00167877 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 8. | Mr. Bijou Kurien | Independent Director | 01802995 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |
| 9. | Ms. Lakshmi Venkatachalam | Independent Director | 00758451 | 29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055 |

