



VAS INFRASTRUCTURE LTD.

Registered Office : Plot No. 757/758, Ground Floor, Jwala Estate, Soniwadi,
Near Kora Kendra, S. V. Road, Borivali (West), Mumbai - 400 092.
Tel. : 022-2899 3092 / 2806 7594 / 2806 7595 / 2864 7506 Fax : +91-22-2806 3548
Email : vasinfractureltd@yahoo.com # Website : www.vasinfractureltd.com

Report on Recommendations of the Audit committee on the Draft Scheme of Amalgamation between Pushpanjali Drums Private Limited and Vas Infrastructure Limited

PRESENT

Mr. G. Venkatraman – Chairman
Mr. Babual Jain
Mr. Ajay Jani
Mrs. Kirti Kishore Padave
Mr. V. H. Mulwad

The Chairman informed the Members of the committee that the Board of Directors at their meeting held on 29th January, 2013 had approved the Draft Scheme of Amalgamation under Section 391 to 394 of the company Act, 1956 between Pushpanjali Drums Private Limited and Vas infrastructure Limited.

However, in compliance with the SEBI circular No.CIR/CFD/DIL/05/2013 dated 4th February, 2013, the valuation report needs recommendation of Audit Committee.

The Valuation Report obtained from M/s. J. V. Vasani & Co., Independent Chartered Accountant has been placed before the Audit Committee of the Company at its meeting held on 13th July, 2013. Thereafter the Committee has furnished the Report recommending the Draft Scheme after considering the abovementioned Valuation Report.

Below are the Recommendations of the Audit Committee on the Draft Scheme of Amalgamation:

1.	Date	13 th July, 2013
2.	Name of the Transferor Company	Pushpanjali Drums Private Limited
3.	Name of the Transferee Company	Vas Infrastructure Limited
4.	Details of Amalgamation	Pushpanjali Drums Private Limited ("the Transferor Company") will be merged with Vas Infrastructure Limited ("the Transferee Company"), where in consideration of the transfer and vesting of the





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		Undertaking of the Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application or deed, issue and allot 2 equity share as fully paid up in the Capital of Transferee Company to the equity shareholders of the Transferor Company for 5 equity share held by the Shareholder of Transferor company.
5.	Name of the Independent Chartered Accountant	M/s. J. V. Vasani & Co.
6.	Details of Audit Committee	Chairman: Mr. G. Venkatraman Member: Mr. Babual Jain Member: Mr. Ajay Jani Member : Mrs. Kirti Kishore Padave Convenor: Mr. V. H. Mulwad
7.	Recommendation on the Draft Scheme taking into consideration the Valuation Report	Based on the review of the Draft Scheme of Amalgamation between Pushpanjali Drums Private Limited and Vas Infrastructure Limited and based on the Valuation Report Dated 28 th January, 2013 issued by M/s. J V VASANI & CO, (Independent chartered Accountant) & Fairness Opinion Report dated 8 th April, 2013 issued by Vertex Securities Private Limited (Independent Merchant Banker), the proposal for the exchange ratio of 2 Equity Shares of Vas Infrastructure Limited against 5 Equity Share of Pushpanjali Drums Private Limited, is in the opinion of the Audit Committee appears to be fair and reasonable.
8.	Summary of reasons for recommendation	<ol style="list-style-type: none">1. The Audit Committee has relied upon the valuation certificate provided by the Independent Chartered Accountant and Fairness Opinion Report from Independent Merchant Banker, for its recommendation and other details available to it for its review.2. The Fair Value of shares of the Transferor Company Net Asset Value Approach is Rs. 9.54 which has been Rounded Off to Rs. 10/- per Share as per the Valuation Certificate. Market value approach had not been considered since the shares of the transferor are not listed on any of the stock exchange.





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		3. The Fair Value of shares of the Transferee Company as per Net Asset Value Approach is Rs. 25.41 and as per Market Value Approach is Rs. 23.57. After considering average of both the valuation methods the value per share comes to Rs. 24.49 which has been rounded off to Rs. 25 as per the Valuation Certificate.
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To the best of our Knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise.

For Vas Infrastructure Limited

G. Venkatraman

(G. Venkatraman)

Chairman of the Audit Committee

