



Date 18.07.2017

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Scheme of Arrangement (“Scheme”) between Corporate Courier And Cargo Limited, Harish Textile Engineers Private Limited, and Mahesh Developers Private Limited with respect to Demerger of 2 Divisions i.e. Division 1, Division 2 of Corporate Courier And Cargo Limited (Demerged Company) into Harish Textile Engineers Private Limited, and Mahesh Developers Private Limited respectively and their respective shareholders and creditors providing for the demerger of the demerged undertakings of the Demerged Company to the resulting Companies (which are under the process of conversion from Private Limited Companies to Public Companies) as per the terms and conditions mentioned in the draft scheme.**

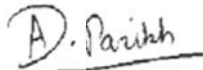
In connection with the above application, we hereby confirm that:

- a) The proposed scheme of arrangement to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
  - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
  - ii) the “fairness opinion” obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) The Complaint report as per Annexure III.
  - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 has been disseminated on company’s website as per Website link given hereunder:



- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it (if applicable)
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For CORPORATE COURIER AND CARGO LIMITED



Darshit Parikh  
Director  
Din: 03492803  
Place: Mumbai  
Date: 18.07.2017





**TO WHOMSOEVER IT MAY CONCERN**

We have verified the books of accounts and other relevant records of Corporate Couriers & Cargo Limited as at March 31, 2017 and certify the segmentwise networth of the Company as on that date as follows -

Percentage of Net Worth of the Company, that is being transferred in the form of demerged undertaking and percentage wise contribution of the demerged division to the total turnover and income of the Company in the last two years as per the following format: (Since the demerging divisions are in its 1<sup>st</sup> year, only 1 year data is provided)

(Rs. in crores)

	Financial Year	Networth	% to total	Turnover	% to total	Profit after Tax	% to total
Demerged division 1 (Engineering Services)	2017	0.12	54%	0.12	25%	0.12	54%
Demerged division 2 (Real Estate)	2017	0.10	46%	0.36	75%	0.10	46%
Other divisions (Logistics)	2017	(1.51)	NIL	NIL		(0.05)	NIL
Total	2017	(1.29)	100%	0.48	100%	0.17	100%

This certificate has been issued at the specific request of the Company and for submission to relevant authorities.

For R DEVARAJAN & CO

Chartered Accountants

FRN : 102415W

S V SUBRAMANIAM

Partner

M No : 036157



Dated : June 27, 2017

CIN NO.: U45200MH2008PTC186276

mdplgroup@gmail.com  
Tel.: 2600 0038, 2646 2909  
Fax : 2648 0102



'Uma Shikhar', Ground Floor, 13th Road  
Behind Khar Tele. Exch., Khar-W  
Mumbai 400 052

**Mahesh**  
Developers Pvt. Ltd.

To  
MrMarian D'Souza  
Listing Department  
BSE

Scrip Code :526737

Subject :Inprinciple Application under LODR 37 for Corporate Couriers and Cargo Limited case no 56867.

Dear Sir,

I, the Director of the resulting Company confirm that:

- a) Equity shares issued by the company pursuant to the scheme of amalgamation/ arrangement shall be listed on the BSE Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957.
- a) The company shall comply with all the provisions contained in SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 and CFD/DIL3/CIR/2017/21 dated March 10, 2017.

The company shall also fulfill the Exchange's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements

For Mahesh Developers Private Limited

Director  
Place: Mumbai  
Date: 02.06.2017



Harish Textile Engineers Pvt. Ltd.

To  
Mr Marian D'Souza  
Listing Department  
BSE

Scrip Code :526737

Subject :Inprinciple Application under LODR 37 for Corporate Couriers and Cargo Limited case no 56867.

Dear Sir,

I, the Director of the resulting Company confirm that:

- a) Equity shares issued by the company pursuant to the scheme of amalgamation/ arrangement shall be listed on the BSE Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957.
- a) The company shall comply with all the provisions contained in SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 and CFD/DIL3/CIR/2017/21 dated March 10, 2017.

The company shall also fulfill the Exchange's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements

For Harish Textile Engineers Private Limited

Director  
Place: Mumbai  
Date: 02.06.2017

2ND FLOOR, 19 PARSI PANCHAYAT ROAD, ANDHERI (EAST), MUMBAI-400069