



NITIN ALLOYS GLOBAL LTD.



CIN No. : L65990MH1982PLC028822

Regd. Office : 231, 2nd Floor, Rahul Mittal Industrial Premises Co-op. Soc. Ltd., Sanjay Building No. 3,
Sir M. V. Road, Andheri (E), Mumbai - 400 059.

Corporate Office : Prestige Precinct, 3rd Floor, Almeida Road, Thane (West) - 400 601. INDIA.

Tel.: 2598 5900 / 2534 2566 / 67 / 69 • Fax : 00-91-22-25345854

Email: financenagl@nitincastings.com • Website : www.nitinalloys.com

Date: February 09, 2016

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

Compliance report with the requirements specified in SEBI Circular no CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Scheme Circular”)

Sub: Application under Regulation 37(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) for the proposed Scheme of Arrangement between Nitin Castings Private Limited (‘NCPL’) and Nitin Alloys Global Limited (‘NAGL’) and their respective Shareholders

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Scheme Circular	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. The Board of Directors of the Company, in its meeting held on February 6, 2016 has designated Bombay Stock Exchange as the designated Stock Exchange for the purpose of coordinating with SEBI
Compliance as per Para I (A) (3) of Annexure I to the SEBI Scheme Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied. The draft Scheme of Arrangement is enclosed as Annexure B

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Works : Plot No. 183/1, Surangi Road, Silvassa, Dadra & Nagar Haveli - 396 230.



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2.b	Valuation Report from Independent Chartered Accountant as per Para I(A)(4) of Annexure-I of SEBI Scheme Circular	Complied. The Valuation report dated February 6, 2016 issued by SSPA & Co., Chartered Accountants is enclosed as Annexure D
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied. Report from the Audit Committee of the Company recommending the Draft Scheme is enclosed as Annexure E
2.d	Fairness opinion by merchant banker	Complied. The Fairness Opinion dated February 6, 2016 issued by Saffron Capital Advisors Private Limited, Merchant Banker is enclosed as Annexure F
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied. The Pre and Post Shareholding pattern of NCPL is enclosed as Annexure G1
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied. The financial details of the NCPL for the last three years are enclosed as Annexure H1
2.g	Auditor's Certificate as per Para I(A)(5)(a) of the SEBI Scheme Circular	Complied. Auditor's Certificate as per Para I(A)(5)(a) of the SEBI Scheme Circular is enclosed as Annexure J
2.h	Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015	Complied. Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015 for the quarter ended on December 31, 2015 is enclosed as Annexure J and an



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		undertaking from the Company with respect to certification by an independent chartered accountant at Annexure N
2.i	Complaints Report as per Annexure III of SEBI Scheme Circular	To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied We hereby confirm that as on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.



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7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable. We hereby confirm that there are no locked-in shares of NCPL
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For Nitin Alloys Global Limited

Mr. Nirmal B. Kedia

Director

Din No. 00050769

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