

Kirti Investments Limited

CIN No. : L99999MH1974PLC017826

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.

Undertaking from the Director that:

To,
The Listing Department,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001.

Dear Sir,

1. In accordance with Clause 24(g) of Listing Agreement the proposed scheme of amalgamation/ arrangement does not in any way violate, override or circumscribe the provisions of the provisions of securities laws or the stock exchange requirements
2. The Company shall disclose the following points in the notice sent to shareholders while seeking approval of the scheme:
 - the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - the "fairness opinion" obtained from an Independent merchant banker.
 - the Complaint report as per prescribed format.
 - the observation letter issued by the stock exchanges.
3. The Company shall obtain shareholders' approval through special resolution and shall provide in the scheme that the special resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal are more than the number of votes cast by public shareholders against it.
4. The draft scheme along with all documents mentioned in Para 2 of Part A of Annexure I to SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 has been disseminated on company's website i.e. kirtiinvestments.com.
5. The Company shall submit the Complaint Report to the exchange within 7 days of expiry of 21 days from the date of filing the draft scheme with the exchange and hosting of Draft Scheme and other documents on its website.
6. The company shall disclose the observation letter of the stock exchanges on its website within 24 hours of receiving the same.



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7. The Documents/information submitted are the same as those filed by it with the Registrar of Companies (ROC), wherever applicable.

8. There will be no change in the capital structure of Company (i.e. Kirti Investments Limited) as no new shares are being issued pursuant to the proposed Scheme of Amalgamation.

For Kirti Investments Ltd.


Mr. Nipun Kedia
Director
Din No. 02356010



Mumbai, 23rd day of February, 2015