

METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED

MCX-SX/LIST/2015/3345

28-05-2015

The Company Secretary
Kirti Investments Limited
231, 2nd Floor,
Rahul Mittal Industrial Premises Co-op Soc. Ltd.
Sanjay Building No. 3, Sir M.V. Road,
Andheri (East), Mumbai – 400059.

Dear Sir/Madam,

Sub.: Observation letter for Scheme of Amalgamation of Moonlink Tradcomm Private Limited, Genius Vincom Private Limited and Barbarik Distributors Private Limited with Kirti Investments Limited.

This has reference to draft Scheme of Amalgamation of Moonlink Tradcomm Private Limited, Genius Vincom Private Limited and Barbarik Distributors Private Limited with Kirti Investments Limited.

The Exchange has noted the confirmation given by the Company stating that the proposed scheme of amalgamation/ arrangement 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, 1956/2013, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing agreement or the stock exchange requirements

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated May 25, 2015, has given following comments on the draft scheme of amalgamation:

- **The company shall duly comply with various provisions of the Circulars.**

Accordingly, we do hereby convey our, "No-objection" with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement/amalgamation submitted to the Hon'ble High Court

The Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading /

Metropolitan Stock Exchange of India Limited

(Formerly known as MCX Stock Exchange Ltd.)

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false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to the exchange the following:

- Copy of Scheme as approved by the High Court;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- Status of compliance with the Observation Letter/s of the stock exchanges
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,

Metropolitan Stock Exchange of India Ltd.

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Anish Kumar

 Assistant Vice President- Listing and Compliance