



Date: - February 09, 2016

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited, P.J. Towers, Dalal Street,  
Mumbai - 400 001  
**BSE Scrip Code: 508875**

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") for the proposed Scheme of Arrangement between Nitin Castings Private Limited ("Demerged Company" or "NCPL") and Nitin Alloys Global Limited ("Resulting Company" or "NAGL") and their respective shareholders ("Scheme" or "the Scheme")**

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

- a) The proposed scheme of 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 as explained in the SEBI (LODR) Regulations, 2015.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393, it shall disclose:
  - i) The pre and post Arrangement (expected) capital structure and shareholding pattern;
  - ii) The "fairness opinion" obtained from an Independent merchant banker on valuation of shares done by the Valuer for the company and unlisted company;
  - iii) The Complaint report as per Annexure III of the SEBI Circular No. CIR/CFD/CMD/16/2016 dated November 30, 2015 ("SEBI Scheme Circular"); and
  - iv) The observation letter issued by the stock exchange

# NITIN ALLOYS GLOBAL LTD.

Works : 183/1, Village Surangi, Silvassa-396 230 (U.T. of Dadra & Nagar Haveli)  
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- c) The draft scheme of Arrangement together with all documents mentioned in Para I(A)(3) of Annexure I of SEBI Scheme Circular, has been disseminated on company's website as per Website link given hereunder:

<http://www.nitinalloys.com/>

- 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.
- f) The documents filed by the Company with the Exchanges are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies and SEBI, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted Demerged Company from the one given in the draft scheme of Arrangement.

For Nitin Alloys Global Limited

A handwritten signature in black ink, appearing to read 'S. L. Agarwal'.

Mr. S. L. Agarwal  
Wholetime Director  
Din No. : 00347757

