

ADI RASAYAN LIMITED

Regd Office : G/C, Ground Floor, Trupti Apartment, B/H. Old High Court,
Navrangpura, Ahmedabad - 380009. Tel. No.: 079-27543650
Email Id: adirasayan@gmail.com Website : www.adirasayan.in
CIN No.: L24231GJ1992PLC018572

2nd November, 2015

To,

BSE Limited
Corporate Relationship Department
P J Towers, 1st Floor,
Dalal Street, Fort,
Mumbai-400 001

Scrip Code: 531952

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed Capital Reduction of Equity shares of Adi Rasayan Limited

Dear Sir,

We wish to inform you that the Board of Directors of the Company at its meeting held on 28th September, 2015 have subject to the approval of the Hon'ble High Court of Gujarat at Ahmedabad, shareholders, stock exchanges where the shares are of the company are listed and other relevant regulatory authorities approved the Capital Reduction of Equity Shares pursuant to the Sections 100 to 104 of the Companies Act, 1956. In this regard, we are providing herewith the following information/documents and details, which are mentioned hereunder:

Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Arrangement involving Capital Reduction Cases


Sr. No.	Particulars	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	Annexure 1
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, Petition etc. proposed to be filed before the High Court.	Annexure 2
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	Annexure 3
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure 4
5.	Fairness opinion by Merchant Banker	Annexure 5
6.	Shareholding pattern of all the company, pre and post Reduction of Share Capital as per Clause 35 of the Listing Agreement.	Annexure 6
7.	Audited financials of the company for the last 3 financial years (financials not being more than 6 months old).	Annexure 7
8.	Compliance Report as per clause 49 of the listing agreement.	Annexure 8

9.	Complaint report (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Will be submitted in due course of time.
10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013.	Annexure 9
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Annexure 10 BSE Limited
13.	Brief details of the company	Annexure 11
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the company.	Annexure 12
15.	Capital evolution details of the company	Annexure 13
16.	Confirmation by the Managing Director/ Company Secretary	Annexure 14
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement	Annexure 15
18.	Annual Reports of the company for the last financial year.	Annexure 16
19.	Processing fee (non-refundable) payable will be as below, favoring ' BSE Limited ' for Rs.1,14,000/- vide cheque no. <u>002787</u> dated <u>6/11/13</u> drawn on <u>Axis Bank</u>	Annexure 17
20.	Name & Designation of the Contact Person Mr. Narayan Parekh Partner PRS Associates Company Secretaries Tel.:022-66104914 Mob.:9819099366 np@prssec.com	

We hope you find the document in order and give us in principle approval at the earliest.

Thanking you

Yours faithfully,
For **Adi Rasayan Limited**


Director
Encl. As above

