

# SUPER TANNERY LIMITED

Regd. & Head Off. : 187/170, Jajmau Road, Kanpur - 208 010 (INDIA)

Phone : +91 - 512 - 3935747, 3935748, 3935749

Fax : +91 - 512 - 2460792

e-mail : info@supertannery.com

Website : www.supertannery.com

ANNEXURE 9

Date:06.02.2016

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

Ref: Compliance report with the requirements specified in Part-A of the circular CIR/CFD/CMD/16/2015 dated November 30, 2015.

**Sub: Application under Clause 37 of the SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed scheme of Scheme of Arrangement Super Tannery Limited ("STL" or "Demerged Company") and Amin Tannery Limited ("ATL" or "Resulting Company") and their respective shareholders and creditors**

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 CIR/CFD/CMD/16/2015 dated November 30, 2015	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.	Bombay Stock Exchange Limited
<b>Compliance as per Part A, Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of Arrangement	The draft of the Scheme of Arrangement is enclosed as Annexure 2 of the Application to BSE.
2.b	Valuation Report from Independent Chartered Accountant	The Valuation Report is enclosed as Annexure 3 of the Application to BSE.
2.c	Report from the Audit Committee recommending the Draft Scheme	The Report from the Audit Committee recommending the Draft Scheme is enclosed as Annexure 4 of the Application to BSE.
2.d	Fairness opinion by merchant banker	Fairness Opinion by Merchant Banker is enclosed as Annexure 5 of the Application to BSE.
2.e	Pre and post arrangement shareholding pattern of unlisted company	Pre and Post arrangement shareholding pattern of the Amin Tannery Limited as per Regulation 31 of the Listing Regulations is enclosed as Annexure 9A to this Report.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Amin Tannery Limited was incorporated on March 25, 2013. The Audited financial statements for last 2 years and unaudited financial statements of September 30, 2015 are enclosed as Annexure 7 of the

For SUPER TANNERY LIMITED



IFTIKHARUL AMIN  
Managing Director

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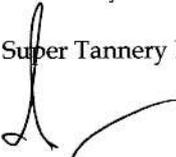
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		Application to BSE.
2.g	Compliance with Clause 17 to 27 of the Listing Regulations	Compliance Report is enclosed herewith as Annexure 8 of the Application to BSE.
2.h	Complaints Report	We confirm that we will be submitting the Complaints Report within 7 days of expiry of 21 days from the date of filing this Application.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (Resulting Company) to the holders of securities of a listed entity (Demerged Company) pursuant to the Scheme of Arrangement (Scheme) sanctioned by a High Court under Section 391-394 read with sections 100 to 104 of the Companies Act, 1956	To be complied
4.	At least 25% of the post scheme paid up share capital of the Resulting Company shall comprise of shares allotted to the public holders in the transferor entity.	To be complied
5.	The Resulting Company will not issue/reissue any shares, not covered under the Draft scheme.	The Resulting Company will only issue equity shares to the equity shareholder of the Demerged Company as provided under the Scheme.
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 Resulting Company 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.	We confirm that no such warrants/ instruments/ agreements are outstanding which give right to any person to take the equity shares in Resulting Company at any future date.
7.	The shares of the Resulting Company issued in lieu of the locked-in shares of the Demerged Company are subjected to the lock-in for the remaining period.	Complied with

Thanking You  
Your Sincerely

For Super Tannery Limited

  
Iftikharul Amin  
Managing Director: