

Ref: NSE/LIST/103706

February 10, 2017

The Company Secretary
Bhageria Industries Limited
1002, Topiwala Centre,
Near Goregaon Station,
Off. S.V.Road, Goregaon (West),
Mumbai - 400062

Kind Attn.: Mr. S N Tiwari

Dear Sir,

Sub: Observation letter for Scheme of Amalgamation between Nipur Chemicals Limited and Bhageria Industries Limited and their respective shareholders and creditors.

We are in receipt of the draft Scheme of Amalgamation between Nipur Chemicals Limited and Bhageria Industries Limited and their respective shareholders and creditors filed by the Company vide its letter dated November 21, 2016 on November 28, 2016.

Based on our letter reference no. NSE/LIST/100691 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated February 02, 2017, has given following comments:

“The Company shall duly comply with various provisions of the Circular.”

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon’ble High Court / NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 10, 2017, within which the scheme shall be submitted to the Hon’ble High Court / NCLT. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon’ble High Court / NCLT, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court / NCLT;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
 - 1.
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and



f. Complaints Report as per Annexure III of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Ltd.

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm