

DCS/AMAL/PB/R37/1842/2020-21

“E-Letter”

November 13, 2020

The Company Secretary,
NEPTUNE EXPORTS LTD.
Trinity Plaza, 3rd Floor, 84/1A,
Topsia Road (South), Kolkata, West Bengal - 700046

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation between Neptune Exports Limited, Northern Projects Limited, Tea Time Limited and Orient International Limited with Hindusthan Udyog Limited and their respective shareholders.

We are in receipt of the Draft Scheme of Amalgamation by Neptune Exports Limited filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 12, 2020 has inter alia given the following comment(s) on the draft Composite Scheme of Amalgamation:

- “Company shall duly comply with various provisions of the Circular.”
- “Company is advised to disclose to NCLT that RBI was requested to provide their comments on Northern Projects Limited, non-banking financial institution registered with RBI and Asutosh Enterprises Limited who is one of the promoter of the transferee company and was conducting NBF activities without holding a certificate of registration issued by RBI (as informed by RBI vide letter dated December 20, 2019). However, till date RBI has not provided any comments to SEBI letter dated September 30, 2020.”
- “Company is hereby informed that the Scheme was earlier returned by SEBI vide Letter dated January 28, 2020.
- “Company shall ensure that suitable disclosure about the latest financials of the Companies involved in the scheme being not more than 6 months old is done before filing the same with the Hon’ble National Company Law Tribunal.”
- “Company shall ensure that Northern Projects Limited and Hindusthan Udyog Limited shall complete the formalities for revocation of suspension prior to filing of the scheme with NCLT.
- “Company shall ensure that the proposed scheme is acted upon only if approved by the NCLT and if the majority votes cast by public shareholders are in favour of the proposal.”
- “Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' 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 Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

Nitinkumar Pujari
Senior Manager