

DCS/AMAL/ND/R37/740/2016-17

March 20, 2017

The Company Secretary
INDIANIVESH LTD
601/602, Sukh Sagar N S Patkar Marg
Girgaum Chowpatty,
Mumbai 400007

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement between IndiaNivesh Limited and IndiaNivesh Financial Advisors Limited and their Respective Shareholders & Creditors.

We are in receipt of Draft Scheme of Arrangement between IndiaNivesh Limited and IndiaNivesh Financial Advisors Limited and their Respective Shareholders & Creditors.

As required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated March 20, 2017 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- "Para 21.13 of the draft scheme reads "The Resulting Company shall apply for listing of its equity shares including those issued in terms of Clause 21.2 above on BSE in terms of SEBI Circulars within 60 days from the receipt of the order of Hon'ble National Company Law Tribunal (NCLT) and in compliance with SEBI Circulars...". The company may be advised to change the above para in line with the requirements under clause (II)(A)(5) and (II)(A)(6) of Annexure I of SEBI Circular dated November 30, 2015 which mandates the company to take steps for listing of its specified securities within 30 days of the receipt of the order and that the formalities for commencing of trading shall be completed within 45 days of the order of Hon'ble High Court/NCLT."
- "The approval from public shareholders through postal ballot and e-voting as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular dated November 30, 2015 is included as part of the scheme as submitted by INL vide undertaking dated January 13, 2017 to BSE."
- "Company shall duly comply with various provisions of the Circulars."

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

- To change Para 21.13 of the draft scheme in line with the requirements under clause (II)(A)(5) and (II)(A)(6) of Annexure I of SEBI Circular dated November 30, 2015 which mandates the company to take steps for listing of its specified securities within 30 days of the receipt of the order and that the formalities for commencing of trading shall be completed within 45 days of the order of Hon'ble High Court/NCLT.
- To ensure that The approval from public shareholders through postal ballot and e-voting as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular dated November 30, 2015 is included as part of the scheme as submitted by INL vide undertaking dated January 13, 2017 to BSE.
- 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 High Court.

However, the listing of equity shares of IndiaNivesh Financial Advisors Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CIR/CFD/CMD/16/2015 dated November 30, 2015. Further, IndiaNivesh Financial Advisors Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of IndiaNivesh Financial Advisors Limited is at the discretion of the Exchange. In addition to the above, the listing of IndiaNivesh Financial Advisors Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about IndiaNivesh Financial Advisors Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information IndiaNivesh Financial Advisors Limited in line with the details required as per the aforesaid SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about IndiaNivesh Financial Advisors Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
 - i. "The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
 - ii. "There shall be no change in the shareholding pattern of IndiaNivesh Financial Advisors Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

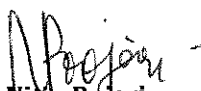
Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a) Copy of the NCLT approved Scheme;
- 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) Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e) Status of compliance with the Observation Letter/s of the stock exchanges;
- f) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g) Complaints Report as per Annexure II of this Circular.
- h) Any other document/disclosure as informed by the Exchange.

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.

Yours faithfully,


Nitin Pujari
Manager