

Saurashtra Cement Limited

Corporate Office
N K Mehta International House, 2nd Floor,
178 Backbay Reclamation, Mumbai 400 020
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E sci-mum@mehtagroup.com
CIN : L26941GJ1956PLC000640

Date: 16th June 2020

To
Listing Department
Department of Corporate Services
BSE Limited
P.J. Towers Dalal Street
Mumbai 400 001.

Sub : Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Parsec Enterprises Private Limited ("Parsec" or "the Transferor Company") with Saurashtra Cement Limited ("SCL" or "the Transferee Company) and their respective Shareholders ("the Scheme")

Dear Sir,

It is hereby certified that the draft scheme of arrangement involving Parsec Enterprises Private Limited ("Parsec" or "the Transferor Company") with Saurashtra Cement Limited ("SCL" or "the Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No.CFD/DIL3/CIR/2017/21 dated March 10, 2017 including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents are being submitted to BSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities.	Complied. The Transferee Company will be complying with conditions mentioned at point (a) of Para (I)(A)(3) of the Circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Please refer Annexure 3.

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Regd. Office & Works
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Gujarat, India

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(d)	Para (I)(A)(5)	Auditors Certificate regarding compliance with Accounting Standards	Complied. Please refer Annexure 10.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied. Provided in the Scheme.


Sonali Sanas
Sr. Vice President & Company Secretary


M. S. Gilotra
Managing Director
DIN:00152190

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Parsec Enterprises Private Limited ("Parsec" or "the Transferor Company") with Saurashtra Cement Limited ("SCL" or "the Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.


Rakesh H. Mehta
Chief Financial Officer


M. S. Gilotra
Managing Director
DIN:00152190

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