



Madhya Pradesh Stock Exchange Limited

CIN : U67110 MP2006 PLC 018933

MPSE/462/10/2014-15

01/10/2014

To
The Company Secretary,
Trinetra Cement Limited
Dhun Building 827, Anna Salai,
Chennai-600002

Dear Sir/Madam,

Sub.- Scheme of Amalgamation and Arrangement between Trinetra Cement Limited and Trishul Concrete Products Limited with the India Cements Limited and their respective shareholders.

Please refer to your application regarding scheme of Amalgamation and Arrangement between Trinetra Cement Limited and Trishul Concrete Products Limited with the India Cements Limited and their respective shareholders.

The Exchange has noted the confirmation given by the Company in Annexure -9 that the scheme does not violate or override or circumscribe the provisions of the SEBI Act, 1992, The Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 The Companies Act, 1956, the rules, regulations and guidelines made under these acts and the provisions of the Listing Agreement or the requirements of Madhya Pradesh Stock exchange Limited.

SEBI has in its letter dated September 26, 2014 given the following comments: on the draft scheme of arrangement-

- ✓ *Company to ensure that the information submitted by the Company vide its email dated September 23, 2014 wherein it has been informed that the arrangement between the transferee company i.e. India Cements Limited and its shareholders shall not be incorporated in the instant scheme of arrangement is displayed from the date of receipt of this letter on website of the listed company and the stock exchanges to be in compliance with the circulars.*
- ✓ *The Company shall duly comply with various provisions of the Circulars*

Contd...

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Madhya Pradesh Stock Exchange Limited

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In view of that, we hereby convey our "No-Objection" under clause 24(f) of the listing agreement, with limited reference to those matters having bearing on listing/delisting/continuous listing requirements within the provisions of the listing agreement, so as to enable you to file the scheme with the Hon"ble High Court.

Further you are advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon"ble High Court.

The Exchange reserves its right to withdraw its "No-Objection" at any later stage if the information submitted to the Exchange is found to be incomplete/incorrect /misleading/false or in contravention of any Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/ Regulations issued by statutory authorities, etc

Further, after approving the Scheme by the Hon"ble High Court, the listed Company shall submit to the Exchange various documents as per the approved checklist of the Exchange read with SEBI Circular no. CIR/CFD/DIL/05/2013 dated February 4, 2013 & SEBI circular no. CIR/CFD/DIL/08/2013 dated May 21, 2013.

For Madhya Pradesh Stock Exchange Limited

A handwritten signature in black ink, appearing to read "R. Shadananan", is written over a horizontal line.

R. Shadananan
Manager (Listing)



DELHI STOCK EXCHANGE LIMITED

Regd. Office: DSE HOUSE, 3/1 ASAF ALI ROAD, NEW DELHI-110 002 (INDIA)



DSE/LIST/6574/ 7775/ 1032
 The Company Secretary
 Trinetra Cement Limited
 Dhun Building, 827, Anna Salai,
 Chennai - 600002

September 26, 2014

Dear Sir/Madam,

Observation letter regarding the scheme of Amalgamation/Arrangement between Trinetra Cement Limited (TCL) & Trishul Concrete Products Limited (TCPL) with India Cement Limited (ICL) & their respective shareholders.

We are in receipt of Scheme of Amalgamation/Arrangement between Trinetra Cement Limited (TCL) and Trishul Concrete Products Limited (TCPL) with India Cement Limited (ICL).

The exchange has noted the confirmation given by the company stating that the Scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996, The Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the listing agreement or the requirement of DSE Limited (DSE).

As required under the SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated September 26, 2014 given the following comment(s) on the draft scheme of arrangement:

- *Company to ensure that the information submitted by the Company vide its email dated September 23, 2014 wherein it has been informed that the arrangement between the transferee company i.e. ICL and its shareholders shall not be incorporated in the instant scheme of arrangement is displayed from the date of receipt of this letter on the website of the listed company and the stock exchanges to be in compliance with the circulars.*
- *The company shall duly comply with various provisions of the Circulars.*

Accordingly, we hereby convey the Exchange's 'No- objection' with limited reference to those matters having bearing on listing/delisting/continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble high Court.

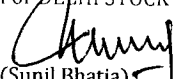
Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of the rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by the statutory authorities.

Further pursuant to the above SEBI Circulars upon the 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 High Court approved scheme;
- b. Results of voting by the 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 of the stock Exchange;
- e. The application seeking exemption from Rule 19(2)(b) of Securities Contracts Regulation Rules, 1957, wherever applicable;
- f. Complaints Report as per Annexure II of the Circular.

Thanking You,
 Yours Faithfully
 For DELHI STOCK EXCHANGE LIMITED


 (Sunil Bhatia)
 Company Secretary

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