

Compliance report with the requirements specified in Part-A of Annexure I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

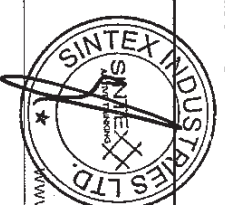
Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme').

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, BSE Limited (<i>Refer to Annexure I – Board Resolution</i>)
	Compliance as per Part A, Annexure I to the Circular	
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes – Annexure 2
2.b	Valuation Report from Independent Chartered Accountant	Yes – Annexure 3
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes, Annexure – 4
2.d	Fairness opinion by merchant banker	Yes, Annexure – 5
2.e	Pre and post arrangement shareholding pattern of unlisted company	Yes, Annexure – 6
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes, Annexure – 7
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Yes, Annexure – 8

SINTEX INDUSTRIES LIMITED

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.
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CIN : L17110GJ1931PLC000454

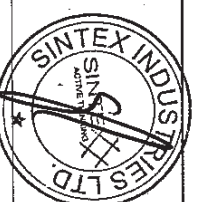


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2.h	Complaints Report	Will be submitted in due course
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation ("the Scheme") sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or section 230 to 234 of the Companies Act, 2013	Yes. The shares issued by Sintex Plastics Technology Limited to the shareholders of Sintex Industries Limited, based on the share entitlement ratio, would be listed on the NSE and BSE
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes
5.	The transferee entity will not issue/reissue any shares, not covered under the Scheme.	Yes, Sintex Plastics Technology Limited will not issue any shares not covered under the Scheme
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Sintex Industries Limited has outstanding FCCBs as on the date which was issued after 1 st April 2016 and which may be converted into equity shares at the option of FCCB holders in future. In the event that the FCCB holders opts to convert the FCCB into Equity shares after the Effective Date of the Scheme, Sintex Plastics will also issue its Equity Shares as per the Share Entitlement Ratio. Further, the FCCB holders are not the promoters of the Company and thus, there will not be any increase in the promoter shareholding post conversion of FCCB into Equity Shares. Hence, in effect, at least 25% of the post scheme paid up capital of the Transferee Company shall comprise of shares allotted to the public shareholders in the Transferor Company
7.	The shares of the transferee entity issued in lieu	Yes

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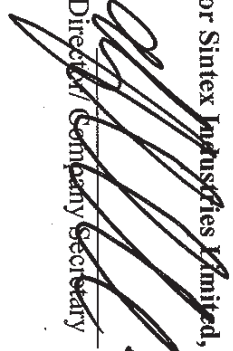


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of the locked-in shares of the transferor entity
are subjected to the lock-in for the remaining
period.

Date: 29th September 2016



For Sintex Industries Limited,

Managing Director/ Company Secretary

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