

SUPER TANNERY LIMITED

Regd. & Head Off. : 187/170, Jajmau Road, Kanpur - 208 010 (INDIA)
Phone : +91 - 512 - 3935747, 3935748, 3935749
Fax : +91 - 512 - 2460792
e-mail : info@supertannery.com
Website : www.supertannery.com



Annexure 13

Date: 06.02.2016

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Application under Clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between Super Tannery Limited and Amin Tannery Limited and their respective shareholders and creditors.

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of arrangement does not in any way 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 Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Clause 37 of the Listing Regulations or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted Resulting Company.
 - iii) The Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of arrangement together with all documents mentioned in Clause 7 SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 has been disseminated on company's website as per Website link given hereunder:
http://www.supertannery.com/investor_center.html

For SUPER TANNERY LIMITED




INTIZARUL AMIN
Managing Director

SUPER TANNERY LIMITED

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- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it (if applicable).
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted resulting company from the one given in the draft scheme of arrangement.

Thanking You

Your Sincerely

For Super Tannery Limited

Iftikharul Amin
Managing Director



AMIN TANNERY LIMITED

Regd. Office: 7/94-J TILAK NAGAR, KANPUR208 002

CIN NO: U19115UP2013PLC055834

To,
Mr. Nitin Pujari
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001

Date.06.02.2016

Sub: Confirmation from the Managing Director/ Company Secretary, as sought in the Additional information required to be submitted for Demerger cases wherein a division of a listed company is hived off into an unlisted company

Dear Sir,

In relation to the proposed Scheme of Arrangement (Demerger) between Super Tannery Limited, a listed company (Demerged Company) and Amin Tannery Limited an unlisted company (Resulting Company) we hereby confirm that:

1. There will be no change in the share capital of the Resulting Company till the listing of the equity shares of the company on Bombay Stock Exchange Limited (BSE).
2. The shares allotted by the Resulting Company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.
3. Equity shares issued by the Resulting Company pursuant to the scheme of amalgamation/ arrangement shall be listed on the BSE, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957.
4. The Resulting Company shall comply with all the provisions contained in SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.
5. The Resulting Company shall also fulfill the BSE's criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements.

Thanking You
Your Sincerely
For Amin Tannery Limited


VEQARUL AMIN
Director