

DCS/AMAL/FR/24(f)/063/2015-16

June 15, 2015

The Company Secretary,
Parth Aluminium Ltd.
Gayatri House, Ashok Vihar,
Near Maitri Avenue Society,
Opp. Govt. Engineering College,
Motera, Sabarmati, Ahmedabad,
Gujarat 380 005.

Sub: Observation letter regarding the Scheme of Arrangement involving reduction of capital of Parth Aluminium Limited.

We are in receipt of draft scheme of arrangement involving reduction of capital of Parth Aluminium Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter June 10, 2015 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***"Company shall duly comply with various provisions of the Circulars."***

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

- 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.

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 High Court 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;
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

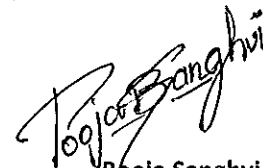
The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations 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



Pooja Sanghvi
Asst. Manager

DCS/AMAL-Part B/ST/24(f)/064/2015-16
February 17, 2016

The Company Secretary
Parth Aluminium Limited
Gayatri House, Ashok Vihar, Near Maitri Avenue Society,
Opp Govt. Engineering College, Motera,
Sabarmati, Ahmedabad, Gujarat, 380005

Dear Sir,

Sub: Scheme of Arrangement involving Parth Aluminium Limited.

We refer to Hon'ble High Court of Bombay pertaining to Scheme of Arrangement filed by the Company in compliance of with Part B, Annexure I of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

SEBI vide its letter dated February 29, 2016 has given the comments on the approved scheme of Arrangement as per Annexure I (copy attached).

The comments communicated in the above SEBI letter refer to inter alia:

- a) "Documents submitted by the company have been noted."
- b) "Stock Exchanges are advised to ensure compliance with the said circulars."
- c) "Please note that the submission of documents/information in accordance with the circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted."

You are requested to take note of the same.

Yours faithfully,



Nitin Pujari
Manager



Assistant General Manager
Corporation Finance Department
Division of Issues and Listing
Phone: +91 22 26449301 / +91 22 40459301
Fax: +91 22 26449022 || Email: pooja@sebi.gov.in

भारतीय प्रतिभूति
और विनियम बोर्ड
Securities and Exchange
Board of India

2016-1626

SEBI/HO/CFD/DIL3/OW/P/2016/0000005476/1

February 25, 2016

Shri Khushro Bulsara
General Manager,
Bombay Stock Exchange Ltd.
Floor 25, P J Towers,
Dalal Street, Mumbai – 400 001

Mr. K. Bulsara
Rep: 7/3/16

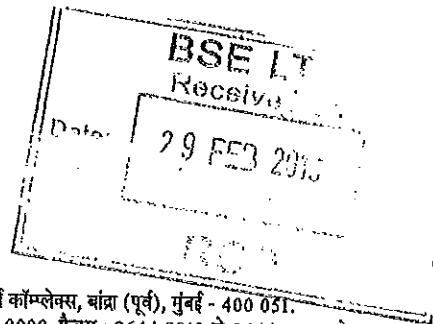
Sir,

Sub: Scheme of Arrangement of Parth Aluminium Limited

1. This has reference to your letter no. LIST/LO/SEBI/ST/067/2015-16 dated February 16, 2016 whereby you have submitted the documents for Scheme of Arrangement of Parth Aluminium Limited filed in accordance with SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 (hereinafter referred to as 'the Circulars').
2. Documents submitted in this regard have been noted.
3. Stock exchanges are advised to ensure compliance with the said Circulars.
4. Please note that the submission of documents/information in accordance with the Circular, to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Yours faithfully,


Pooja Makhija



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