

20.05.2015



SESHACHAL TECHNOLOGIES LIMITED

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

ANNEXURE VII

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Arrangement and Reduction of Share Capital

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, or 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement 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 1956, it shall disclose:
 - i) the pre and post-arrangement (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.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange.
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder: www.seshachal.com
- 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 not required to obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting as none of the conditions are applicable as specified in Para No.5.16(a) of circular No.CIR/CFD/DIL/8/20L3 dated 21st May, 2013 of Securities and Exchange Board of India (SEBI).
- 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.

Ch Anita
Ch Anita
Managing Director



Regd. Office : D No 15-93/5, Aganampudi, B C Colony, Gajuwaka, Visakhapatnam, Andhra Pradesh - 530046.

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