



# GUJARAT NRE COKE LIMITED

REGISTERED OFFICE : 22, CAMAC STREET, BLOCK-C, 5TH FLOOR, KOLKATA - 700 016

PHONE : +91-33-2289-1471 ; FAX : +91-33-2289-1470 ; E-MAIL : kolkata@gujaratnre.com

CIN: L51909WB1986PLC040098 ; WEBSITE : www.gujaratnre.com

**Undertaking in relation to non-applicability of paragraph 4 of the SEBI Circular No. Cir/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013**

In connection with the proposed Scheme of Arrangement/Compromise between the Company and its unsecured Creditors to be issued under Section 391 - 394 of the Companies Act, 1956 read with applicable provisions of Companies Act, 2013 as the case may be, we undertake that:

The Scheme does not propose to allot additional shares to the promoter/promoter group, related parties of the promoter/ promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/promoter group of the Company.

Further, no issue of further shares is envisaged pursuant to the Scheme of Arrangement/Compromise and the rights of the shareholders are not affected in any manner whatsoever. Also, there is no change in the shareholding pattern, pre & post implementation of the Scheme of Arrangement/Compromise with the unsecured Creditors.

In view of the above and as per the explanation given in Paragraph 4.2 of the SEBI Circular no. CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May 2013, the requirement to submit valuation report from an Independent Chartered Accountant read with SEBI Circular no. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February 2013 is not applicable to this proposed Scheme.

For Gujarat NRE Coke Limited

Mukund Chandak

Company Secretary

05.10.2015