



N. C. Banerjee & Co.

CHARTERED ACCOUNTANTS

47
ANNEXURE - J
"COMMERCE HOUSE"
2, Ganesh Chandra Avenue
1st Floor, Room No. 9
Kolkata - 700 013

Date

Certificate of non-applicability of the requirement prescribed in Paragraph 5.16(a) of the SEBI Circular no.CIR/CFD/DIL/5/2013 dated 4th February 2013 read with Paragraph 7 of SEB Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013 in respect of proposed Scheme of Arrangement/Compromise between Gujarat NRE Coke Limited and its unsecured Creditors

We have examined the accompanying undertaking given by Gujarat NRE Coke Limited ('GNCL' or 'the Company') as per SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with paragraph 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013 in connection with the proposed Scheme of Arrangement/Compromise between Gujarat NRE Coke Limited and its Creditors as defined in the proposed Scheme of Compromise and Arrangement between GNCL and its unsecured Creditors explained in Part I para 1.7. This undertaking is the responsibility of the Company's Management. Our responsibility is to verify the factual accuracy of the undertaking.

On the basis of the examination of the undertaking given by the management of Gujarat NRE Coke Limited as produced before us, which according to the information and explanations given to us and based on the SEBI Circular, we certify that the requirement specified in paragraph 5.16 (a) of the SEBI Circular NO. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with paragraph 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013 are not applicable in relation to the proposed Scheme.

This Certificate is intended solely for the use of the management of Gujarat NRE Coke Limited for submission to the Stock Exchanges and for any other regulatory compliance.

For N. C. Banerjee & Co.
(Chartered Accountants)
(FRN No. 302081E)


(Arnob Paul)
Partner
Membership No. 06490

Place: Kolkata

Date: 05.10.2015



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 respect of non-applicability of the requirement prescribed in Paragraph 5.16(a) of the SEBI Circular no.CIR/CFD/DIL/5/2013 dated 4th February 2013 read with Paragraph 7 of SEB Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013 in respect of proposed Scheme of Arrangement/Compromise between Gujarat NRE Coke Limited and its unsecured Creditors

In connection with the proposed Scheme of Arrangement/Compromise between Gujarat NRE Coke Limited and its unsecured Creditors to be issued under Section 391 of the Companies Act, 1956 read with applicable provisions of Companies Act, 2013 as the case may be, we undertake that the proposed Scheme does not envisage any of the cases referred in paragraph 5.16(a) of the SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013.

Further that Scheme does not propose to allot additional shares to promoters/ Promoter Group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/ promoter group of the Company. The scheme also does not involve the Company and any other entity involving to promoters/ Promoter Group, related parties of promoter/promoter group, associates of promoter/promoter group, subsidiary(s) of promoter/ promoter group of the Company. The Scheme also does not involve acquisition of the equity shares of subsidiary, by paying consideration in cash or in kind to any of the shareholder of the subsidiary who may be promoters/Promoter Group, related parties of the promoter/ promoter group, associates of promoter/ promoter group, subsidiary(s) of promoter/ promoter group of the Company.

In view of the above, the requirement stated in paragraph 5.16(a) of the SEBI circular no. CIR/CFD/DIL/8/2013 dated 21st May 2013 is not applicable.

For Gujarat NRE Coke Limited

Mukund Chandak
Company Secretary
05.10.2015