

DCS/AMAL/RD/24(f)/189/2013-14

August 16, 2013

The Company Secretary  
Yamini Investments Company Limited  
109, Trinity Building  
Above A.P. Market  
261, S.S. Galkwad Marg  
Dhobi Talao, Marine Lines  
Mumbai – 400 002.

Dear Sir

**Sub: Observation letter regarding the Scheme of Arrangement of Yamini Investments Company Limited (YICL)**

We are in receipt of draft Scheme of Arrangement of Yamini Investments Company Limited involving merger of Anax Com Trade Limited (ACTL) and Fidelo Power and Infrastructure Limited (FPIL) with YICL; sub-division of shares of YICL from Rs.10/- to Re.1/- each and change of Management of YICL by addition of new promoters.

The Exchange has noted the confirmation given by the Company stating that the scheme 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 rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

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 has vide its letter dated August 13, 2013, given the following comment(s) on the draft scheme of arrangement:

- A) *The company to submit revised Complaints Report in the manner prescribed in Circular SEBI Circular CIL/CFD/DIL/5/2013 from the date of uploading of the revised Scheme.*
- B) *The Company shall comply with the provisions of Clause 5.16(a) of SEBI Circular CIL/CFD/DIL/8/2013 dated May 21, 2013 with respect to voting by public shareholders and various other provisions of the Circulars.*


Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval 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.

Yours faithfully,

  
Jayesh Ashtekar  
Manager

  
Prasad Bhide  
Deputy Manager