



GROVY

Date: March 28, 2018

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400001

Dear Sir,

Subject: Documents required to be submitted for approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') for the purpose of obtaining 'No-Objection Letter' for the Draft Scheme of Arrangement for Amalgamation under the provisions of sections 230 to 232 of Companies Act, 2013

This is in reference to the above captioned subject, the Board of Directors of Grovy India Limited ('the Company') in their meeting held on 15-02-2018 has considered and approved the Draft Scheme of Arrangement for Amalgamation of Ankur Buildtech Private Limited (Transferor Company – 1), Ganesh Contractors And Colonisers Private Limited (Transferor Company – 2) and Ganesh Promoters Private Limited (Transferor Company – 3) with and into the Grovy India Limited ('the Company'/ 'GIL'/ 'Transferee Company') as per the provisions of section 230-232 of the Companies Act, 2013, or any corresponding provisions of Companies Act, 2013, if any.

For the proposed Scheme of Arrangement for Amalgamation, the Company is required to seek 'No-Objection Letter' from the Stock Exchange(s) in compliance with Regulation 37 of the SEBI (LODR) Regulations, 2015, accordingly, in pursuance of the aforesaid Regulation, we hereby

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CIN : L74130DL1985PLC021532

apply to seek your Exchange's 'No Objection' to the proposed Scheme of Arrangement for Amalgamation under Section 230-232 of the Companies Act, 2013.

In this regard, we hereby take the opportunity to provide our seriatim submissions:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure
1.	Certified True Copy of the resolution passed by the Board of Directors of the Company approving the scheme.	I.
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	II.
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	III.
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	IV.
5.	Fairness opinion by Independent SEBI Registered Merchant Banker	V.
6.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	VI.
7.	Audited financials of the transferee and transferor companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure II. Please note that for existing Listed Company,	VII.

	provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	VIII.
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	IX.
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017	To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website
11.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a)	The approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is applicable, therefore, the requirement to submit an

	b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	undertaking and Board Resolution is not applicable.
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Not Applicable
13.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited X.
14.	Brief details of the transferee and transferor companies.	XI.
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee company.	XII.
16.	Capital evolution details of the transferee and transferor companies.	XIII.
17.	Confirmation by the Managing Director/ Company Secretary.	XIV.
18.	Annual Reports of all the listed transferee company involved and audited financial of all the unlisted transferor companies for the last financial year.	XV.
19.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Neha Parbhakar 011-46740033 7217798967 grovyindia@gmail.com

Further please find enclosed the copy of Cheque amounting to Rs. 2,00,000 (inclusive of GST and exclusive of TDS) dated 27.03.2018 bearing no. 170532, towards the payment of processing fee in favor of BSE Limited payable at Mumbai and Demand Draft of Rs. 25145/- dated 27.03.2018 bearing no. 727490, towards the payment of statutory fee in favor of Securities Exchange Board of India.

We hope that the aforementioned documents will suffice the requirements of your good office and request your good self grant us your No- objection in terms with Regulation 37 of SEBI Listing Regulations at the earliest.

For Grovy India Limited
For GROVY INDIA LTD.


Director/ Auth. Signatory

Prakash Chand Jalan

Director

DIN: 00475545

Enc: a/a