



Indian Toners & Developers Ltd.

(A Govt. recognized Export House)

CIN No. : L74993UP1990PLC015721

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info@indiantoners.com

Corporate Office :
1223, DLF Tower B, Jasola,
New Delhi - 110 025 (India)

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

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation between Indian Toners & Developers Limited (Transferee) and ITDL Imagetec Limited (Transferor 1), ABC Commercial Company Limited (Transferor 2), Alankar Securities Private Limited (Transferor 3), Triveni Securities Private Limited (Transferor 4), Mahavir Phototech Private Limited (Transferor 5)

Dear Sir,

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal 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 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) The explanatory statement to be forwarded by the company to the shareholders u/s 393 of the Companies Act, will disclose the following:
 - i) the pre and post-arrangement or amalgamation (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 and unlisted company.
 - iii) The Complaint report as per prescribed format.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:
<http://www.indiantoners.com/>
- d) The company will disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the

For Indian Toners & Developers Ltd.

Company Secretary

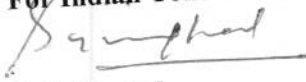


ISO 9001:2008 Certified Company
ISO 14001:2004 Certified Company

public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.

- 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~~.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For Indian Toners and Developers Limited



S.C. Singhal
(Company Secretary)

Date: March __, 2016
Place: New Delhi

