



Indian Toners & Developers Ltd.

(A Govt. recognized Export House)
CIN No. : L74993UP1990PLC015721

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

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015

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 of the company and ITDL Imagetec Limited (Transferor Company 1), ABC Commercial Company Limited (Transferor Company 2), Alankar Securities Private Limited (Transferor Company 3), Triveni Securities Private Limited (Transferor Company 4), Mahavir Phototech Private Limited (Transferor Company 5)

Dear Sir,

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	The Company has chosen "BSE Limited" as a stock exchange having nation-wide trading terminals Scrip ID- INDTONER Scrip Code- 523586
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied by attaching with this Application
2.b	Valuation Report from Independent Chartered Accountant	Complied by attaching with this Application
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied by attaching with this Application
2.d	Fairness opinion by merchant banker	Complied by attaching with this Application
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied by attaching with this Application
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied by attaching with this Application
2.g	Compliance with Regulation 17 to 27 of Listing Regulations	Complied by attaching with this Application

For Indian Toners & Developers Ltd.

Company Secretary



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

Registered Office & Works (I): 10.5 km, Milestone, Rampur-Bareilly Road, Rampur - 244901 (U.P.), INDIA

www.indiantoners.com

2.h	Complaints Report	Will be sent within 7 days after expiry of 21 days from submission of documents.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	Not Applicable since the transferee company is a Listed company
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	NA
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	NA
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Confirming that there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	NA

For Indian Toners and Developers Limited



S. C. Singhal
(Company Secretary)



Date: March 29, 2016

Place: New Delhi