



Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation of M/s Halwasiya Agro Industries Limited and M/s M A K Sales Private Limited, wholly owned subsidiaries of M/s Eldeco Housing and Industries Limited with M/s Eldeco Housing and Industries Limited

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 CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	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.	Yes Bombay Stock Exchange Limited, Mumbai, has been appointed as the Designated Stock Exchange.
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 Scheme of Amalgamation is enclosed with the application.
2.b	Valuation Report from Independent Chartered Accountant	Complied
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied Report of Audit Committee is enclosed.
2.d	Fairness opinion by merchant banker	Complied
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied Shareholding Patterns are enclosed.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied The financial information of last three years is enclosed in the prescribed format.
2.g	Compliance with Clause 49 of Listing Agreement	The provisions of clause 49 of the Listing Agreement are Complied with.

Eldeco Housing & Industries Ltd.

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Regd. Office : S-16, Second Floor, Eldeco Station 1, Sector-12, Faridabad, Haryana-121007 CIN : L45202HR1985PLC044265

2.h	Complaints Report	Shall be available within 7 days after expiry of 21 days of submission of these documents to BSE
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	Not Applicable, as no shares are proposed to be allotted after implementation of the Scheme of Amalgamation.
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.	Not Applicable, as no shares are proposed to be allotted after implementation of the Scheme of Amalgamation.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.
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.	There are no outstanding warrants/ instruments/ agreements which give right to any person to take 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.	Not Applicable

For Eldeco Housing and Industries Limited

Anuj Ahluwalia
(Anuj Ahluwalia)
Company Secretary

Eldeco Housing & Industries Ltd.

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