



## R.T EXPORTS LIMITED

508 DALAMAL HOUSE  
JAMNALAL BAJAJ MARG  
NARIMAN POINT  
MUMBAI 400 021  
TEL: (91-22) 2284 0000  
FAX: (91-22) 6630 7000  
headoffice@rtexports.com

Date : 30 January, 2014

To,  
The Manager,  
Listing Department,  
Bombay Stock Exchange,  
Mumbai

**Sub :- Submission of Auditors' Certificate under clause 5.16(b) of the SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013**

Dear Sir,

With reference to the above, please find enclosed herewith Auditors' Certificate under clause 5.16(b) of the SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

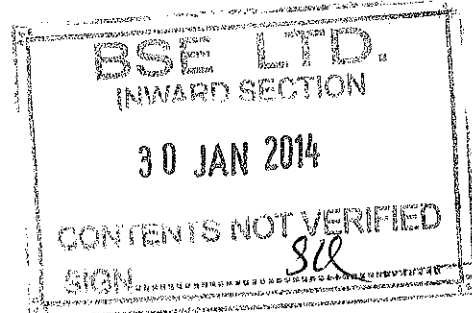
Kindly acknowledge the receipt of the same.

Thanking You

For R.T. Exports Limited

  
Director

Enclosure: a/a





# RAMESH M. SHETH & ASSOCIATES

Chartered Accountants

1-A, Mulji Mistry Building; 1st Floor, Tejpal Road, (V. S. Khandekar Marg), Vile Parle (E), Mumbai - 400 057.  
Tel : 022 2616 6064 / 2611 6260 Fax : 2616 6577 Email : mehul68@gmail.com

## AUDITORS' CERTIFICATE

1. In connection with the proposed "Scheme of Arrangement" duly signed by the Company Secretary/Director of the company (attached as Annexure 1 to the undertaking) under Section 391 to 394 read with sections 78 and 100 to 105 of the Companies Act, 1956 between M/s RT EXPORTS LIMITED and ASIAN WAREHOUSING PRIVATE LIMITED and their respective shareholders and creditors, we, Ramesh M. Sheth & Associates, Chartered Accountants, the statutory Auditors of RT EXPORTS LIMITED, have examined the books of account, the Proposed Scheme and other relevant records and documents maintained by the company in usual course of its business for the purpose of certifying the accompanying "Undertaking in relation to Non Applicability of Paragraph 5.16 (a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 duly stamped and initialed for identification.
2. The management of the Company is responsible for the preparation of the Undertaking and the maintenance of proper books of account and such other relevant records as prescribed by applicable laws, which includes collecting, collating and validating data and designing, implementing and monitoring of internal controls relevant for the preparation of the Undertaking that is free from material misstatement, whether due to fraud or error. Compliance with the SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 is also responsibility of the Company's Management.
3. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the undertaking on the basis of the books of account, the Proposed Scheme and other relevant records and documents maintained by the Company. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, which include the concepts of test checks and materiality.
4. Based on our examination and according to the information and explanations given to us, we certify that the undertaking provided by the Board of Directors of the Company



that the requirements of Para 5.16(a) of the Original SEBI Circular as modified by the Revised SEBI Circular which *inter alia* reads as under :

1. Para 5.16(a) (i)

Where additional shares have been allotted to Promoter/ Promoter Group, Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the listed company.

2. Para 5.16(a) (ii)

Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group.

3. Para 5.16(a) (iii)

Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the scheme.

are not applicable on the Company for the reasons stated in paragraph 1 to 3 of the said Undertaking, is in accordance with the books of account, the Proposed Scheme and other relevant records and documents maintained by the Company and relevant directives issued by the SEBI and listing agreement with the stock exchange for scheme of Arrangements under section 78, 100 to 105 and 391 to 394 of the Companies Act, 1956.


5. This certificate is issued under clause 5.16(b) of the SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 and at the request and undertaking of the company for submission to the Stock Exchanges in connection with the Proposed Scheme and should not be used for any other purpose without our prior written consent.

Date: November 13, 2013

Place: Mumbai

for Ramesh M. Sheth & Associates

Chartered Accountants

  
Mehul R. Sheth  
(Partner)  
M. No. 101598





## R.T. EXPORTS LIMITED

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To,  
M/s Ramesh M Sheth & Associates  
Chartered Accountants,  
1/A, Mulji Mistry Building,  
1st Flr, Tejpal Road,  
Vile parle (E), Mumbai-400057

Sub:- Undertaking in relation to non-applicability of requirements prescribed in Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 in respect of Scheme of Arrangement.

Dear Sir,

This is in connection with the Scheme of Arrangement between RT EXPORTS LIMITED and ASIAN WAREHOUSING PRIVATE LIMITED and pursuant to the SEBI Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 read with SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 which stipulates voting by public share holders through postal ballot and e voting in certain cases, in terms of Para 5.16(a) of the Circular.

Accordingly, RT EXPORTS LIMITED hereby undertakes that the requirements of Para 5.16(a) of the SEBI Circular No CIR/ CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of SEBI Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 pertaining to voting by Public Shareholders through postal ballot and e-voting is not applicable on the Company for the following reasons:



*M. Sheth*

*RM*

1. Para 5.16(a) (i)

Where additional shares have been allotted to Promoter/ Promoter Group, Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the listed company.

Reasons for non-applicability

This clause is not applicable as the shareholders of RT EXPORTS LIMITED would get shares in Resulting Company in proportion to their entitlement and there would be no allotment of additional shares to Promoter/ Promoter Group, Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the listed company.

2. Para 5.16(a) (ii)

Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group.

Reasons for non-applicability

This clause is not applicable to the facts of the Company as the shares of ASIAN WARHOUSING PRIVATE LIMITED are held by entities connected to RT Exports Ltd for the purpose of incorporation only, and these shares, in terms of the Scheme will be cancelled and thus it does not involve any arrangement between RT EXPORTS LIMITED and Promoter/ Promoter Group, Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group.

3. Para 5.16(a) (iii)

Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Related Parties of Promoters / Promoter Group, Associates of Promoter/Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the scheme.



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Reasons for non-applicability

This clause is not applicable as RT EXPORTS LIMITED is not having any subsidiary company and thus question of payment of consideration in cash or in kind does not arise.

In light of the above reasons, RT EXPORTS LIMITED is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Arrangement between RT EXPORTS LIMITED (Demerged Company) and ASIAN WAREHOUSING PRIVATE LIMITED (Resulting Company) as share holding pattern of both the companies will be identical post sanction of the Scheme.

Date : 13/11/13

Place: Mumbai

For RT EXPORTS LIMITED

*M. C. Bhimjyani*

Rashmi Bhimjyani  
Managing Director



*M. C. Sheth*