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**BY COURIER**

IS/CAC/SPL/2016-017/091

11<sup>th</sup> August, 2016

10,  
Company Secretary,  
R.T.EXPORTS LTD  
508, Dalamal House, J B Road,  
Nariman Point  
Mumbai - 400021  
Maharashtra

Kind Attn: Rajeshkumar C Pillai - Company Secretary & Compliance Officer

**Subject: complaint of Harmony Holdings Limited.**

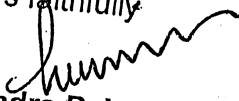
Dear Sir,

With are in receipt a letter dated 9<sup>th</sup> August, 2016 from M/s. Mansukhlal Hiralal & Company – Advocates & Solicitors for Harmony Holding Limited regarding non disclosure of interim stay from Bombay High Court on non-implementation of de-merger scheme of your company.

You are kindly requested to provide us point wise clarifications in this matter on urgent basis to enable us to reply to the complainant.

Thanking You.

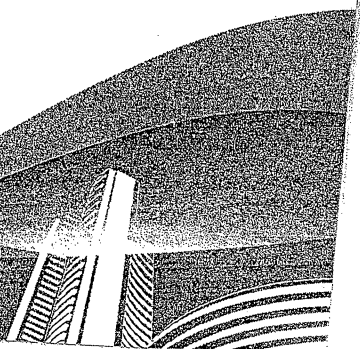
Yours faithfully

  
Ravindra Palande  
Assistant General Manager

Encl: As above



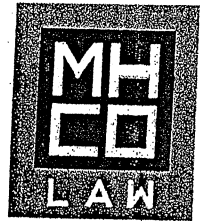
BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India  
T : +91 22 2272 1234/33 E: corp.com@bseindia.com www.bseindia.com  
Corporate Identity Number : U67120MH2005PLC157103



UL	10 AUG 2016	NIL
PPP		GEN
HS	NRB	ATIN

007710

**MANSUKHLAL HIRALAL & COMPANY**  
Advocates, Solicitors & Notaries



5303/BRS/683/2016

MD & CEO	MKT PLACE	SECRET	SP&P	HR	INVEST & A/C	
RCD					DOT/DOT	
LEGAL	<b>BSE LTD.</b> <b>10 AUG 2016</b> <b>62524</b>				DOT 3RD FLR	
MS&D					DOSE	August 2016
BD&M					DCS	
IPF					USE	
INTER'L RELA	NO.					
BTI	INTER CONT'L	INF. PROD	SME	ESTATE	CORP. COMM.	
BSE/BOOK	DIS	CSD & ICCL	ADMIN.	SECUR	LISTING	

To,  
The Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers  
Dalal Street Mumbai- 400001.

Attention: Mr. Mahesh Gadi - DVI - Investor Services

Dear Sir,

007699

YP	RP	LI	BD	LC	SS
10 AUG 2016					
ABMC					
ADMIN					
SECURE	MGI	GN			

Re: RT Exports Limited | Non-disclosure of Interim Stay from Bombay High Court on implementation of de-merger scheme

1. We write to you on behalf of and on the instructions of our client Harmony Holdings Limited ("Client").
2. RT Exports is a Company listed on the Bombay Stock Exchange.
3. Our Client holds 550000 equity shares and 795415 – 6% non- cumulative redeemable preference shares in RT Exports.
4. On 14 August 2012, RT Exports sanctioned a Scheme of Arrangement whereby the warehousing business of the Company was to be sold as a going concern to Asian Warehousing Private Limited, a Company incorporated under the Companies Act 1956 and having its registered office at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai ("Demerger Scheme").
5. As per Section 391 of the Companies Act, 1956 the Company is obligated to obtain the consent of three-fourths of each separate class of shareholders to the aforesaid



contravention of Section 36(5) of the Equity Listing Agreement and should be held liable for the same.

11. We request the BSE to take appropriate actions against the Company in the interest of promoting transparency and accountability in corporate governance.
12. Please feel free to revert for any clarifications.

Regards

  
for Partner

Mansukhlal Hiralal and Co.

CC: RT Exports Limited  
508, Dalamal Towers  
Nariman Point  
Mumbai-400021.

# EXHIBIT-A



## R. T. EXPORTS LTD

Date: 23<sup>rd</sup> March, 2016

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

Scrip Code:-512565

Sub: - Intimation under SEBI (LODR) Regulations, 2015  
Application filed by a shareholder before the Hon'ble High Court, Bombay.

Dear Sir/ Madam,

We, R.T. Exports Ltd. hereby inform you that Harmony Holdings Ltd., a shareholder, has filed an application through their advocates before the Hon'ble High Court, Bombay seeking the following reliefs:

- 1) that the Hon'ble Court be pleased to recall/ set aside the Order dated 10<sup>th</sup> April, 2015 in Company Scheme Petition No. 857 of 2014
- 2) that R.T. Exports Ltd.(De-merged Company) and Asian Warehousing Pvt. Ltd. (Resulting Company) be restrained by an Order and injunction restraining the implementation of the Scheme of Arrangement / Demerger Scheme.
- 3) that pending the hearing and final disposal of this application, R.T.Exports Ltd. and Asian Warehousing Pvt. Ltd. and their servants and agents be restrained from disposing of or parting with the possession or parting with the properties of the Company without an Order of this Hon'ble Court.
- 4) that pending the hearing and final disposal of this application, the Company be restrained from convening the scheduled Extra-ordinary General Meeting dated 29<sup>th</sup> March, 2016 or other general meetings which directly affects the rights of the Applicant.
- 5) for Interim and ad-interim relief
- 6) for cost of the application
- 7) for such further reliefs as the nature and circumstances may require

We shall keep you updated about the subject.

Thanking you,

For R.T. Exports Limited

  
Rajesh Kumar C. Pillai  
Company Secretary & Compliance Officer



61.cal.246.16

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY**  
**ORDINARY ORIGINAL CIVIL JURISDICTION**  
**COMPANY APPLICATION(L)NO. 246 OF 2016**  
**IN**  
**COMPANY SCHEME PETITION NO. 856 OF 2014**  
**AND**  
**COMPANY SCHEME PETITION NO.857 OF 2014**

In the matter of a Scheme of Arrangement  
between RT Exports Limited(the Transferor/  
Demerged Company) and Asian Warehousing  
Private Limited (the Resulting/Transferee Company)  
and their respective Shareholders and Creditors

Harmony Holdings Ltd ..Applicant/Preference Shareholders

Mr. Mahendra Ghelani a/w Mr. S. Pandey i/b Law Charter, for RT  
Exports Ltd.

Mr. Gaurav Joshi, Senior Advocate a/w Mr. Piyush Raheja, Dr. A.  
Chandrachud, Mr. B. Shah, Ms. Anchal Singh i/b Mansukhlal  
Hiralal and Co, for the Applicant/Preference Shareholders.

CORAM :- B. P. COLABAWALLA, J.  
DATE :- MARCH 28, 2016.

P. C.:

This Company Application has been filed by Harmony Holdings Limited who are Preference Shareholders of a Company called RT Exports Limited. The prayers sought in this Company Application is for recall of the order dated 10<sup>th</sup> April, 2015 passed by this Court sanctioning a scheme of demerger between RT Exports Limited and Asian Warehousing Pvt Ltd.

2 It is the case of the Petitioner that by the order dated 4<sup>th</sup> July, 2014 RT Exports Limited were directed to convene a meeting of the Preference Shareholders and serve a notice on them intimating the date of the meeting. This direction, according to the Applicant/Preference Shareholders, has not been complied with. It is also the case of the Applicant/Preference Shareholders that if they did not attend the meeting after being duly served, a notice was to be served upon them intimating them the date of hearing of the Petition. According to the Applicant/Preference Shareholders none of these directions have been complied with and therefore the order sanctioning the scheme of demerger has to be recalled.

3 Mr. Ghelani, learned Advocate appearing on behalf of RT Exports Limited refuted this position and states that the order dated 4<sup>th</sup> July, 2014 has been fully complied with and all notices have been duly served on the Applicant/Preference Shareholders. He seeks time till 15<sup>th</sup> April, 2016 to file an affidavit-in-reply to this Company Application and states that he shall endeavour to serve a copy of the same on the Advocates for the Applicant on or before 10<sup>th</sup> April, 2016.

4 Mr. Ghelani, on instructions, very fairly states that till 15<sup>th</sup> April, 2016 the scheme of demerger sanctioned by this Court on 10<sup>th</sup> April, 2015 shall not be further implemented and the EGM that was supposed to be held tomorrow will not be held till 15<sup>th</sup> April, 2016. The said statements are accepted.

5 It is clarified that these statements have been made without prejudice to the rights and contentions of both parties.

Stand over to 15<sup>th</sup> April, 2016.

( B. P. COLABAWALLA, J. )

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IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
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Pvt. Ltd. (the Resulting/ Transferee Company)  
and their respective Shareholders and Creditors

Harmony Holdings Ltd. .... Applicant/Preference Shareholders

Mr Shiraz Rustomjee, Sr. counsel a/w Mr Bhushan Shah i/b Mansukhlal  
Hiralal & Co. for the Applicant.  
Mr Mahendra Ghelani a/w Mr Shahzad M Pandey i/b M/s Law Charter of  
the transferor and Transferee Co. for the Respondent  
Ms Purnima Awasthi - R.D.

.....  
CORAM : B. P. COLABAWALLA J.  
AUGUST 05, 2016

P.C.

Considering the fact that the replies and rejoinder have  
been filed in this matter, place this Company Application for hearing  
on 24 August, 2016. The statement made by Mr Ghelani on 28  
March, 2016, shall continue till the next date.

( B. P. COLABAWALLA J. )