

Corporate filing confirmation for Company Name (512565)

BSE Listing Centre

Fri 8/26/2016 7:18 PM

To: headoffice@rtexports.com <headoffice@rtexports.com>;

Dear Compliance Officer/ Company Secretary,

Thank you for filing compliance document(s)/ submission (s) through BSE Listing Center.

You have successfully filed the document(s) for Any Other - Not falling under the above Others 2016 - , which is (are) subject to verification by the Exchange.

Your Transaction Number for this submission is **26082016360117 dated Aug 26, 2016**

Note:

1. You may write to us on listingcentre@bseindia.com; for any clarification.
2. Please mention above Transaction Number for any future communication for this submission(s).

Thanks & Regards,

Coordinator
Listing Centre



R. T. EXPORTS LTD

Date: 26th August, 2016

To,
BSE Limited
Floor 25, PJ Towers,
Dalal Street, Mumbai: 400 001

Attn.: Mr. Ravindra Palande (Asst. General Manager)

Dear Sir,

Re: Your Letter dated 11th August 2016 bearing Ref. No. IS/CAC/SPL/2016-107/091 in connection with the complaint filed by Harmony Holdings Limited

We have received your above mentioned letter enclosing therewith a copy of the complaint received from Harmony Holdings Limited (Harmony).

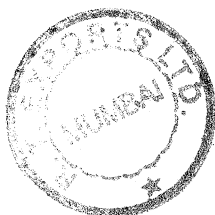
We have replied to the above referred letter vide our letter dated 23rd August, 2016. In continuation thereof we write you as under:-

1. Harmony, in its complaint has contended that the Company has "deliberately and maliciously" failed to notify you about the interim stay on implementation of the Demerger Scheme and that the Company has therefore contravened the provisions of Section 36(5) of the Listing Agreement in that behalf and that the BSE should therefore take appropriate action against the Company. We respectfully deny that there has been any deliberate or malicious failure on our part as alleged by Harmony. We deny that we have contravened the provisions of Section 36 of the Listing Agreement. We categorically say that the Court merely recorded a statement made by our Counsel and the same does not tantamount to a stay granted by the Court. Harmony is deliberately misleading BSE by making false and reckless allegations against the Company with ulterior motives."
2. Clause 36 as referred to in the complaint is not any longer relevant.
3. The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR Regulations), was published in the official gazette on 2nd September 2015 and became effective on the 90th day of such



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- publication. Pursuant to the said Regulations, the listed companies were required to execute a fresh Listing Agreement with the Stock Exchange within 6 months from the date of notification of the said Regulations. Pursuant to the above, the Company has executed a fresh Listing Agreement with the Stock Exchange on 29th February 2016.
4. The LODR Regulations mandate that "*Litigation(s) / dispute(s) / regulatory action(s) with impact*" shall be disclosed subject to it satisfying the requirement of materiality under sub-regulation (4) of regulation 30 there under. It may be noted that Schedule III of the LODR Regulations does not mandatorily require disclosure of all ad-interim/interim orders. In terms of regulation 30, the Company is required to determine the materiality of events/information having regard to what is mentioned under the said regulation.
 5. In the present case, as is evident from the order copy, the Counsel representing the Company had of his own volition made a submission to the Court that the Company will not implement the Scheme of Demerger until the pleadings were completed. The Court whilst appreciating that the Counsel submission in this regard and recording the same in its order has clarified that "*these statements have been made without prejudice to the rights and contentions of both parties*".
 6. In the circumstances, the Company is of the view that there was no need to make any disclosure of the aforesaid development as the Company is of the view that it does not satisfy the materiality test as laid down in regulation 30(4).
 7. In the event that the Exchange dis-agrees with the interpretation of the Company, then we tender our apologies and we assure you that the same will not be repeated.
 8. You are requested to take on record this reply in addition to the one submitted by us previously.



Yours sincerely,
For R. T. Exports Ltd.


Rajeshkumar C. Pillai
Company Secretary and
Compliance Officer.