

National Stock Exchange Of India Limited

Ref: NSE/LIST/C/2021/0359

June 03, 2021

The Whole Time Director
Tower Investment & Trading Company Limited
'Temple Chambers' 6,
Old Post Office Street,
4th Floor, Kolkata – 700 001

Kind Attn.: Mr. Swarup Kumar Maity

Dear Sir,

Sub: Observation Letter for Draft Scheme of Amalgamation of Khatu Investment & Trading Company Limited and New Look Investment (Bengal) Limited with Tower Investment & Trading Company Limited

We are in receipt of the Draft Scheme of Amalgamation of Khatu Investment & Trading Company Limited (Transferor Company 1) and New Look Investment (Bengal) Limited (Transferor Company 2) with Tower Investment & Trading Company Limited (Transferee Company) vide application dated September 28, 2020.

Based on our letter reference no Ref: NSE/LIST/C/2021/0092 _I submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

- a. *The Company shall duly comply with various provisions of the Circular.*
- b. *The Company shall ensure that suitable disclosure about the latest financials of the companies involved in the scheme being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal ('NCLT').*
- c. *The Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company.*
- d. *The Company is advised that the observations of SEBI/Stock Exchange(s) shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.*
- e. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from June 03, 2021 within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager