

STELLANT SECURITIES (INDIA) LIMITED

(formerly known as SELLAIDS PUBLICATIONS (INDIA) LIMITED)

CIN No.: L67190MH1991PLC064425

Regd. Off.: Kamer Bldg., 31,
5th Floor, Cawasji Patel Street
Above Akbarally Furniture, Fort,
Mumbai - 400 001.
Ph.No.: 022-2202 1824
E-mail Id: sellaidspublication@yahoo.in

ANNEXURE VII

Confirmation by the Company

To,

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J.Towers, Dalal Street,
Mumbai – 400001.

Dear Sir,

Subject: Application under Clause 24(f) of the listing agreement for the proposed scheme of reduction of capital.

In connection with the above application, we hereby confirm that:

1. The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provision of the SEBI Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulation and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the listing agreement or the requirements of the BSE Limited.
2. In the explanatory statement to be forwarded by the company to the shareholders u/s 393 pr accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - a. The pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern.

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- b. the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - c. The Complaint report as per Annexure III.
 - d. The observation letter issued by the stock exchange
3. The draft scheme of amalgamation/arrangement together with all documents mentioned in SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 had been disseminated on company's website.
 4. The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
 5. The company shall obtain shareholders' approval by way of special resolution passed through postal/e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholder in favor of the proposal amount at least two times the number of votes cast by public shareholders against it.
 6. The documents filed by the company with the Exchange are same/ similar/ identical in all respects, which have been filled by the company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
 7. There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/arrangement.

For STELLANT SECURITIES (INDIA) LIMITED


Director

Date: 05/01/2015

Place: Mumbai