

MSE/LIST/2018/3122

December 5, 2018

The Company Secretary  
**Fortune Industrial Resources Limited**  
153/1, Nirankari Colony,  
New Delhi – 110 009  
New Delhi

Dear Sir/Madam,

**Sub.: Draft Scheme of Amalgamation of Indus Netlink Limited (Transferor Company 1), Castle Rock Advisors Private Limited (Transferor Company 2) & K2 Infosolutions Private Limited (Transferor Company 3) with Fortune Industrial Resources Limited (Transferee Company) & their respective shareholders & creditors filed under Regulation 37 of SEBI (LODR) Regulations, 2015.**

This has reference to Draft Scheme filed by Fortune Industrial Resources Limited under Regulation 37 of SEBI (LODR) Regulations, 2015 and in accordance with SEBI Circular CFD/DIL/3/CIR/2017/21 dated March 10, 2017.

Subsequent to the examination by SEBI, it is noted that the Company is RBI registered NBFC and as informed by Company and RBI, the Certificate of Registration has been cancelled by RBI. The Company has made a representation to RBI against the cancellation of registration.

In the view of above, unless a no-objection is received from the RBI for the scheme and the Certificate of Registration is restored, comments on the draft scheme of amalgamation cannot be provided. SEBI has returned the draft scheme along with the Annexures. Copy of SEBI Letter dated December 5, 2018 is attached as **Annexure I**.

Yours faithfully,

For, Metropolitan Stock Exchange of India Limited

  
Raviraj Nirbhawane  
Manager – Listing



भारतीय प्रतिभूति  
और विनियम बोर्ड  
Securities and Exchange  
Board of India

Manager  
Corporation Finance Department  
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CFD/DIL-1/YJ/AG/33351/2018  
December 05, 2018

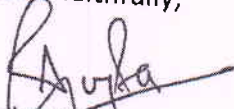
Mr. Rizwan Khan,  
Vice President – Listing, MSEI,  
Vibgyor Towers, 4<sup>th</sup> Floor,  
Plot No. C 62, G – Block,  
Opp. Trident Hotel,  
Bandra Kurla Complex, Mumbai - 400098

Dear Sir,

**Sub: Scheme of Amalgamation of Indus Netlink Limited, Castle Rock Advisors Private Limited and K2 Infosolutions Private Limited with Fortune Industrial Resources Limited**

1. This is with reference to your letter No. MSE/LIST/2018/1735 dated July 02, 2018 forwarding applications of draft Scheme of Amalgamation of Indus Netlink Limited, Castle Rock Advisors Private Limited and K2 Infosolutions Private Limited with Fortune Industrial Resources Limited in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 for our comments on the draft scheme of arrangement (hereinafter referred to as 'draft Scheme').
2. Fortune Industrial Resources Limited is a RBI registered NBFC and as informed by Company and RBI, the Certificate of Registration of the company is cancelled by RBI. Fortune Industrial Resources Limited has made a representation to RBI against the cancellation of registration.
3. In view of the above, the draft scheme is returned herewith with all its enclosures and unless a no-objection is received from the RBI for the scheme and the certificate of registration of the company is restored, comments on the draft scheme of amalgamation cannot be provided.

Yours faithfully,

  
Aekta Gupta

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