

DCS/DL/SK/IP/307/2018-19

May 11, 2018

**The Company Secretary/ Managing Director**  
**B.T. Syndicate Limited**  
Aa-47, Salt Lake City,  
Sec 1, BI-Aa Kolkata - 700064.  
West Bengal.

Dear Sir,

**Re: In-principle Approval for Listing of 5,70,50,000 Equity Shares of Re.1/- each on the Exchange under Direct Listing.**

We refer to your application and further submissions, seeking permission for listing of the equity shares of your Company on the Exchange, under the Direct Listing route.

The company's application was considered by the Internal Listing Committee of the Exchange in its meeting held on **May 11, 2018**.

Accordingly, the Exchange is pleased to grant its in-principle approval to the Company's listing application seeking listing and permission for its equity shares to be dealt on the Exchange.

In view of the above, you are advised to complete the following formalities and submit the necessary documents for listing of securities of the company:

1. The format of the Listing Agreement has been provided in the SEBI Circular No. CIR/CFD/CMD/06/2015 dated October 13, 2015. The circular can be viewed at the following link:

<http://www.bseindia.com/corporates/Displaydata.aspx?Id=91cc1c15-9c70-4993-90e2-2a6d86513e12&Page=cir>

Please note the value of stamp paper for signing Listing Agreement shall be of Rs.100. A person who is duly authorized by the Board of Directors to sign the Listing Agreement can sign the Listing Agreement (LA). A certified true copy of the Board Resolution authorizing the said person to sign the LA is required to be submitted along with the Listing Agreement. Two LAs have to be submitted.

2. Detailed Listing Application to be filed with the Exchange (As Attached).
3. Pay Initial Listing Fees of Rs.20,000/- and Annual Listing Fee of Rs. 2,50,000/- for the financial year 2018-19 along with applicable Goods & Service Tax (GST) rate. Demand draft in favor of "BSE Limited" payable at Mumbai (please refer the schedule of listing fees available on our website www.bseindia.com).
4. Company Profile in the format available on BSE website duly certified by the Managing Director/ Company Secretary (Hard/ Soft copy in email). The Company Profile must be as on date of filing the listing application consequent to In-principle Approval.

5. Latest shareholding pattern, duly certified, as per Regulation 31 of SEBI (LODR) Regulations, 2015 and latest audited Annual Reports both Hard & Soft copy in email.
6. An undertaking from the Company, on company letter-head duly signed by Managing Director / Company Secretary with company seal, stating that –
  - a. The Company will not make any further issue of capital or alter the promoter's shareholding till the commencement of trading in equity shares of the Company on this Exchange.
  - b. If the company makes any preferential allotment of securities within 6 months from the date of listing at BSE, then the company agrees to re compute the price of the security on completion of six months and in case the price at which the preferential issue was made is lower than the price so recomputed, then the allottee (s) shall bring in the shortfall and the lock-in on the same shall not be released by the company till such time.
  - c. Any communication made to its shareholders should specifically mention that the company has received In-Principle approval from the Exchange for listing of its securities.
7. In addition to the above documents, also provide 1) Full list of Board of Directors with designation, PAN & DIN numbers 2) Name of Company Secretary 3) PAN, TAN, CIN number, GST details and ISIN details of the Company 4) Land Line & mobile numbers of Managing Director, Company Secretary, Compliance Officer, both Hard & Soft copy in email.
8. Meanwhile, if the name of your company appears on the Dissemination Board of any of the nationwide Stock Exchanges, you are requested to ensure that the name of your company is removed from such Dissemination Board when the company gets listed and commences trading on BSE.
9. Details of preferential allotment made in the previous ten years details like 1) Name, address, PAN, quantity of shares allotted, category of allottees viz promoters / non-promoters, lock-in period, price at which allotted 2) Copy of Board Resolutions, Shareholders Resolution 3) Listing and trading approval received from stock Exchange. In case the company has made preferential issue in last 3 years then entire shares issued under preferential issue to be locked in for a period of 1 year from the date of listing at BSE.
10. The Company shall inform the Depository Participants / RTA to place the entire promoter equity holding under lock-in for a period of three years from the date of Listing approval. The entire promoters' shareholding, Lock-in confirmation certificate, as provided by the depository/RTA shall be forwarded to BSE.
11. The Company is requested to submit Book Value Report from SEBI Registered Category I Merchant Banker which shall be considered as a Base/Reference price for setting up dynamic price bands during price discovery session. (Book Value Report Format Attached). Dealing in company will be allowed only under "Periodic Call Auction System" (PCAS), with applicable price band. The company will be placed under Normal Trading only after the company meets the extant Main Board Listing Norms.

Kindly forward us the above-mentioned documents / information at the earliest to enable us to process the matter. You are requested to note that this In-principle approval is valid for a period of 45 days from the date of this letter.

Looking forward to a long and fruitful association with your company.

Yours faithfully,

For, BSE Ltd.

*Girish Joshi*

**Girish Joshi**  
**Senior General Manager**

*Atul Dhotre*

**Atul Dhotre**  
**Senior Manager**

*SSK*