



Prakash Industries Limited

Annex - I

III

Near I.O.C.L. Depot, Najafgarh - Bijwasan Road,
Bijwasan, New Delhi-110061. CIN : L27109HR1980PLC010724
Tel. : 25305800, 28062115, Fax : 91-11-28062119
E-mail : pilho@prakash.com, Website : www.prakash.com

Date: 31st August 2017

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| To, Listing Department Bombay Stock Exchange Limited Address: P.J. Towers, Dalal Street, Mumbai - 400 001 BSE Scrip Code: 506022 | To, Listing Department National Stock Exchange of India Limited Address: 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Scrip Code: PRAKASH |
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Dear Sir/ Madam

Sub.: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement between Prakash Industries Limited and Prakash Pipes Limited and their respective shareholders and creditors

Compliance Report

It is hereby certified that the draft scheme of arrangement involving Prakash Industries Limited and Prakash Pipes Limited and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and the Securities and Exchange Board of India circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI Circular"), including the following:

| S.I. | Reference | Particulars | Whether Complied or Not and How |
|--------------------------------------|--|---|---|
| 1 | Regulations 17 to 27 of LODR Regulations | Corporate governance requirements | Yes Complied |
| 2 | Regulation 11 of LODR Regulations | Compliance with securities laws | Yes Complied |
| Requirements of SEBI Circular | | | |
| (a) | Para (I)(A)(2) | Submission of documents to Stock Exchanges | Yes Submitted |
| (b) | Para (I)(A)(3) | Conditions for schemes of arrangement involving unlisted entities | Not applicable |
| (c) | Para (I)(A)(4)(a) | Submission of Valuation Report | Yes Share entitlement report submitted (Refer Annexure C) |



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|-----|----------------|--|---|
| (d) | Para (I)(A)(5) | Auditors' certificate regarding compliance with Accounting Standards | Yes Submitted (Refer Annexure H) |
| (e) | Para (I)(A)(9) | Provision of approval of public shareholders through e-voting | Yes Complied – Not applicable to the Scheme (Refer Annexure J) |
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Ashwini Kumar
(Ashwini Kumar)
Company Secretary

(Vikram Agarwal)
Managing Director



Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Prakash Industries Limited and Prakash Pipes Limited are in compliance with all the Accounting Standards applicable to a listed entity.

(P.L.Gupta)
Whole Time Director & Chief Financial Officer

(Vikram Agarwal)
Managing Director

