



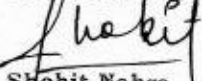
SBEC SUGAR LIMITED


Compliance Report

It is hereby certified that the draft Scheme of Amalgamation involving SBEC Bioenergy Limited ("Transferor Company") and SBEC Sugar Limited ("Transferee Company") 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 and the SEBI Circular no. **CFD/DIL3CIR/2017/21 dated 10th March, 2017**, including the following:


Sl.N.	Reference	Particulars	Compliance Status
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	Enclosed as Annexures
b)	Para (I)(A)(3)	Conditions for schemes of amalgamation involving unlisted entities	The Company is in Compliance with all the conditions for scheme of amalgamation involving unlisted Company.
c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Valuation Report is enclosed as Annexure-3.
d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Certificate from Auditors enclosed as Annexure-8.
e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Company will Comply with the provision of approval of public shareholders through e-voting.

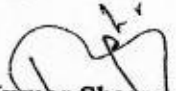
For SBEC Sugar Limited


Shobit Nehra
Company Secretary


Raj Kumar Sharma
Manager

- Certified that the transactions/accounting treatment provided in the draft Scheme of Amalgamation involving SBEC Bioenergy Limited ("Transferor Company") and SBEC Sugar Limited ("Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

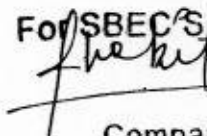

Lakhmi Chand Sharma
Chief Financial Officer


Raj Kumar Sharma
Manager

Date: 31.08.17
Place: New Delhi

CERTIFIED TRUE COPY

For SBEC SUGAR LTD.


Company Secretary

CIN : L15421UP1991PLC019160

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