Annexure - K

LODHA
& CO
Chartered Accountants

6, Karim Chambers, 40, A. Doshi Marg, (Hamam Street),
Mumbai 400 001 INDIA
Telephone : 0091-22-2269 1414 / 2269 1515
0091-22-4002 1140 / 4002 1414
Fax : 0091-22-2261 9983
E-mail : mumbai@lodhaco.com

To,
The Board of Directors
SUNTECK REALTY LIMITED
5th Floor, Sunteck Centre,
Subhash Road, Vile Parle (East),
Mumbai - 400 057, India

CERTIFICATE

1. We have perused the proposed Scheme of Amalgamation of Advaith Infraprojects Private Limited ('AIPL' or 'the Transferor Company 1') and Satguru Corporate Services Private Limited ('SCSPL' or 'the Transferor Company 2') with Sunteck Realty Limited ('SRL' or 'the Transferee Company') and their respective shareholders ('the Scheme').

2. The accompanying undertaking ("the Undertaking") stating reasons for non-applicability of Paragraph 9(a) of Circular No. CIR/CFD/CMD/16/2015 dated 30th November, 2015 ("Circular") issued by the Securities Exchange Board of India, has been prepared by the Management of SRL pursuant to the said Circular in connection with the Scheme of Amalgamation of AIPL and SCSPL with SRL.

3. Pursuant to the Circular, we as Statutory Auditors of SRL have to certify non-applicability of the requirements in Paragraph 9 (a) of the Circular, as set out in the Undertaking, to the Scheme.

4. Based on our examination as above and the information and explanations furnished to us, including an expert legal opinion on this matter, we certify that, the requirements in Paragraph 9 (a) of the said Circular as set out in the Undertaking, are not applicable in relation to the Scheme.

5. This certificate has been prepared solely for the purposes stated herein and should not be relied upon for any other purpose. This certificate has been issued for the Board of Directors of SRL (to whom it is addressed) to enable SRL to make its

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Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur

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For Sunteck Realty Limited

Company Secretary

application to the stock exchanges and should not be used by any other person or any other purpose. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

For LODHA & COMPANY
Chartered Accountants
Firm Registration No. 301051E

R. P. Baradiya
Partner
Membership No. 44101

Place: Mumbai
Date: October 4, 2016

Encl: as above

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Undertaking in relation to non-applicability of requirements prescribed in Para I(A)(9)(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular") in respect of Scheme of Amalgamation.

This is in connection of the Scheme of Amalgamation ("the Scheme") of Advaith Infraprojects Private Limited ('AIPL' or 'the Transferor Company 1') and Satguru Corporate Services Private Limited ('SCSPL' or 'the Transferor Company 2') with Sunteck Realty Limited ('SRL' or 'the Transferee Company') pursuant to the SEBI Circular wherein SEBI has mandated all listed companies to ensure that the Scheme submitted with the Honorable High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting after disclosure of all material facts in the explanatory statement, in certain cases, in terms of Para I(A)(9)(a) of Annexure I of SEBI Circular.

The Transferee Company hereby undertakes that the requirement of Para I(A)(9)(a) of Annexure I of SEBI Circular pertaining to voting by public shareholders through postal ballot and e-voting is not applicable to the Transferee Company for the following reasons:

1. **Para I(A)(9)(a)(i)**

   Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity

   Reasons for non-applicability

   This Clause applies in a scenario when the Scheme involves issue of **additional shares** to promoter/promoter group, related parties/ associates or subsidiary(s) of promoter/promoter group. In the instant case, per facts, no **additional shares** will be allotted to any of the entities stated in the said clause.

2. **Para I(A)(9)(a)(ii)**

   Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group

   Reasons for non-applicability

   This Clause applies when there is a Scheme of Arrangement between a listed company and any other entity which is a part of promoter / promoter group, or is a related parties, associates or subsidiary(s) of promoter/ promoter group. In the instance case, the scheme involves merger of wholly owned subsidiaries with the parent company and does not involve any other entity involving the promoter or the promoter group.

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5th Floor, Sunteck Centre, 37-40 Subhash Road, Vile Parle (East), Mumbai 400 057. Tel : +91 22 4287 7800 Fax : +91 22 4287 7890 Website : www.sunteckindia.com
CIN - L32100MH1981PLC025346

Para I(A)(9)(a)(iii)

Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement.

Reasons for non-applicability

This clause applies in cases where:

a. the parent listed company has acquired equity shares of a subsidiary in the past by paying consideration in cash or in kind to the shareholder being the promoter/promoter group or is a related parties, associates or subsidiary(s) of promoter/ promoter group of the parent listed company, and

b. Such subsidiary is merged with the said listed Parent company.

- It is therefore intended to apply to a situation where the subsidiary is first acquired by the parent listed entity by the stated parties and thereafter the subsidiary is merged with the parent listed entity.

- However, the intention of the Circular is to protect the interest of the public/ minority shareholders. The requirement of postal ballot in case of merger is to check any undue profit or advantage being taken by the promoter or promoter group by means of acquisition of the equity shares by the listed parent company from its promoter. Further, the intention is to cover subsidiaries having substantial value, acquired using funds of the listed company or acquisition of companies involving substantial outflow from the listed company.

- In the instant case the subsidiary (Satguru Corporate Services Private Limited), whose shares were acquired at face value, was a shell company. There were no operations in the subsidiary at the time of acquisition and it had book loss which were not significant. Hence no material benefit was derived by the promoter or promoter group by transferring the shares at its face value and the transaction was not prejudicial in any manner to the shareholders of the acquirer.

- Additionally, there is no additional benefit accruing to the promoter or the promoter group or any of their related parties by virtue of the Scheme.

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In the light of the above reasons, the Transferee Company is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Amalgamation of Advaith Infraprojects Private Limited and Satguru Corporate Services Private Limited with Sunteck Realty Limited.

For Sunteck Realty Limited

SUNTECK REALTY LIMITED MUMBAI

Company Secretary/ Director

LODHA & CO. MUMBAI-01 Chartered Accountants

Date: 04/10/2016

Place: Mumbai