AARTI INDUSTRIES LIMITED

Annexure 11

7 SEP 2021

ANNEXURE VI

Compliance Report

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Sub: Application under Regulation 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"), between the Aarti Industries Limited ("AIL" / Demerged Company) and Aarti Pharmalabs Limited (Formerly Known as Aarti Organics Limited) ("APL" / Resulting Company) and their respective Shareholders.

It is hereby certified that the draft scheme of arrangement involving Aarti Industries Limited(Demerged Company) and Aarti Pharmalabs Limited(Formerly Known as Aarti Organics Limited)(Resulting Company) and their respective shareholders 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 (the "LODR Regulations") and the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 (as amended from time to time) on the scheme of arrangement involving listed companies issued by the SEBI, including the following:

Sl.	Reference	Particulars	**Complied/ Not Applicable**
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			

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	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied
	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Not Applicable. These provisions are not applicable to the proposed scheme of arrangement. In this regards, the required undertaking from the Board of Directors of Aarti Industries Limited ("the Company"), duly certified by the Statutory Auditors of the Company is enclosed and marked as Annexure to point No.14

Raj Sarraf
Company Secretary
(ICSI M. No. A15526)

Rajendra V. Gogri
Managing Director
(DIN: 00061003)

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Aarti Industries Limited (Demerged Company) and Aarti Pharmalabs Limited (Formerly known as Aarti Organics Limited) (Resulting Company) are in compliance with all the Accounting Standards applicable to a listed entity.

C. B. Gandhi
Chetan Gandhi
Chief Financial Officer
(ICAI M. No.111481)

Rajendra V. Gogri
Managing Director
(DIN: 00061003)

Place : Mumbai