


**ANNEXURE K****Format of the Compliance Report to be submitted along with the draft Scheme**

It is hereby certified that the draft scheme of arrangement involving Sadbhav Infrastructure Project Limited and Sadbhav Engineering Limited (Name of the entities) do 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 this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities – Not applicable as both transferor and transferee company are listed companies
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting




**Company Secretary**



**Managing Director**

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Sadbhav Infrastructure Project Limited and Sadbhav Engineering Limited (Name of the entities) are in compliance with all the Accounting Standards applicable to a listed entity.



**Chief Financial Officer**



**Managing Director**

Certified True Copy

For Sadbhav infrastructure Project Ltd.

Date: 18/05/2020



**Company Secretary**