

Compliance Report under SEBI Master Circular No.
SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20.06.2023

It is hereby certified that the draft scheme of arrangement involving Lily Commercial Private Limited (Transferor Company), DCM Shriram Industries Limited (DCMSR/ Transferee company), DCM Shriram Fine Chemicals Limited (Resultant Company 1) and DCM Shriram International Limited (Resultant Company 2) 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 Circulars including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied with
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied with
Requirements of SEBI Master Circular dated 20.06.2023			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied with
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied with
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Being not mandatory submitted Share Exchange and Entitlement Ratio reports dated 14.11.2023
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Submitted

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Sl.	Reference	Particulars	Remarks
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Will be obtained in due course



Company Secretary



Sr. Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Lily Commercial Private Limited (Transferor Company), DCM Shriram Industries Limited (DCMSR/ Transferee company), DCM Shriram Fine Chemicals Limited (Resultant Company 1) and DCM Shriram International Limited (Resultant Company 2) are in compliance with all the Accounting Standards applicable to a listed entity.



Chief Financial Officer
Date:14.11.2023




Sr. Managing Director

