



# JMC PROJECTS (INDIA) LTD.

(A Kalpataru Group Enterprise)

## ANNEXURE D

### Compliance Report

It is hereby certified that the draft scheme of arrangement involving JMC Projects (India) Limited ("Company" or "Transferor Company") and Kalpataru Power Transmission 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 this circular, including the following:

| SN                            | Reference                                | Particulars   | Whether Complied or Not   |
|-------------------------------|--|---|---|
| 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 SEBI circular |  |   |   |
| (a)                           | Para (I)(A)(2)                           | Submission of documents to Stock Exchanges                          | Complied  |
| (b)                           | Para (I)(A)(3)                           | Conditions for schemes of arrangement involving unlisted entities   | Not Applicable. The scheme does not involve any unlisted entities.  |
| (c)                           | Para (I)(A)(4) (a)                       | Submission of Valuation Report                                      | Complied  |
| (d)                           | Para (I)(A)(5)                           | Auditors certificate regarding compliance with Accounting Standards | Complied. The certificate received from Statutory Auditors of the Company viz. M/s. B S R & Co. LLP, Chartered Accountants is enclosed as part of this application.                 |
| (e)                           | Para (I)(A)(9)                           | Provision of approval of public shareholders through e-voting       | The Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable. |

For JMC Projects (India) Limited

**Samir Raval**  
Company Secretary



For JMC Projects (India) Limited

**Shailendra Kumar Tripathi**  
CEO & Managing Director

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## JMC PROJECTS (INDIA) LTD.

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Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving JMC Projects (India) Limited ("Company" or "Transferor Company") and Kalpataru Power Transmission Limited ("Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

For JMC Projects (India) Limited

**Azad Shaw**  
Chief Financial Officer

Date: March 03, 2022



For JMC Projects (India) Limited

**Shailendra Kumar Tripathi**  
CEO & Managing Director