



SAB INDUSTRIES LIMITED

Regd. & Corporate Office :

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CIN : L00000CH1983PLC031318

ANNEXURE VI

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017

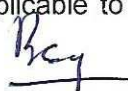
It is hereby certified that the draft scheme of arrangement involving Steel Strips Limited (Transferor Company) and SAB Industries Limited (Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	The Corporate governance requirements as per the provisions of Regulation 17 to 27 of SEBI LODR Regulations have been complied.
2	Regulation 11 of LODR Regulations	The Scheme of Arrangement does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s)
Requirements of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10,2017		
(a)	Para (I)(A)(2)	The list of Documents specified in Para (I)(A)(2)(a)(g) are being submitted to stock exchange along with this Compliance Report.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities are not applicable since Steel Strips Limited and SAB Industries Limited both are listed entities.
(c)	Para (I)(A)(4) (a)	The Valuation Report dated 20.06.2019 by CA Vikas Aggarwal, Regd. Valuer with IBBI bearing Registration No. IBBI/RV/02/2018/10046 is enclosed herewith. The Fairness Opinion dated 27.06.2019 obtained by M/s Corporate Capital Ventures Pvt. Ltd. (Category I SEBI Registered Merchant Banker)is also enclosed.
(d)	Para (I)(A)(5)	Auditors certificate dated 02.07.2019 obtained from AKR & Associates, Statutory Auditors of the Company regarding compliance with Accounting Standards is enclosed.
(e)	Para (I)(A)(9)	The Scheme provides for obtaining approval of majority of public shareholders through e-voting after disclosure of all material facts in the explanatory statement. The Scheme will be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.


Gurpreet Kaur
Company Secretary

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Steel Strips Limited (Transferor Company) and SAB Industries Limited (Transferee Company) are in compliance with all the Accounting Standards applicable to a listed entity.




Bhagwan Singh Negi
Chief Financial Officer