



Compliance Report to be submitted along with the draft scheme

Date: 24.05.2024

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

Dear Sir / Madam,

Sub: Application under Regulation 37 and Regulation 59A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the composite scheme of arrangement amongst Piramal Enterprises Limited (the 'Company' or 'Transferor Company'), Piramal Capital & Housing Finance Limited ('PCHFL' or 'Transferee Company') and their respective shareholders and creditors ('Scheme')

It is hereby certified that the draft Scheme 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 ('**LODR Regulations**') and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 and any amendments thereto ('**SEBI Scheme Circular**'), including the following:

Sr. No.	Reference	Particulars	Remarks
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 the SEBI Scheme 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	We undertake to comply with requirements specified in Para (I)(A)(3) in relation to the Scheme involving unlisted entities
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Complied. Enclosed as Annexure 5A and 5B
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Enclosed as Annexure 14

Piramal Enterprises Limited

CIN: L24110MH1947PLC005719

Registered Office: Piramal Ananta, Agastya Corporate Park, Opp Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai 400 070 India

Secretarial Dept : Ground Floor, B Block, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai, Maharashtra 400070, India

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(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not Applicable. These provisions are not applicable to the proposed Scheme. In this regard, certificate from the Joint Statutory Auditor is enclosed as Annexure 17A.
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For **Piramal Enterprises Limited**



Bipin Singh
Company Secretary





Ajay G. Piramal
Chairman (Whole-Time Director)

Certified that the transactions/ accounting treatment provided in the draft Scheme are in compliance with all the Accounting Standards applicable to the Company.



Ugrma Goel
Chief Financial Officer

Ajay G. Piramal
Chairman (Whole-Time Director)

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