



HINDUSTHAN UDYOG LTD.

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CIN No. : L27120WB1947PLC015767

It is hereby certified that the draft scheme of amalgamation involving amalgamation of (a) Neptune Exports Limited (b) Northern Projects Limited (c) Tea Time Limited and (d) Orient International Limited with Hindusthan Udyog Limited (the "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 SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, including the following:

SL.	REFERENCE	PARTICULARS	REMARKS
1.	Regulations 17 to 27 of LODR Regulations	Corporate Governance Requirements	YES
2.	Regulation 11 of LODR Regulations	Compliance with securities laws	YES
REQUIREMENTS OF THIS CIRCULAR			
(a)	Para (I)(A)(2)	Submission of Documents to Stock Exchanges	Yes
(b)	Para (I)(A)(3)	Conditions for Schemes of Arrangement involving Unlisted Entities	Not Applicable as the Scheme involves only Listed Entities
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes
(d)	Para (I)(A)(5)	Auditors Certificate regarding compliance with Accounting Standards	Yes
(e)	Para (I)(A)(9)	Provision of approval of Public Shareholders through e-voting	Yes same has been incorporated in Scheme of Amalgamation

FOR HINDUSTHAN UDYOG LIMITED

[V.N. AGARWAL]
MANAGING DIRECTOR



FOR HINDUSTHAN UDYOG LIMITED

[SHIKHA BAJAJ]
COMPANY SECRETARY



Certified that the transactions/accounting treatment provided in the draft scheme of amalgamation involving amalgamation of (a) Neptune Exports Limited (b) Northern Projects Limited (c) Tea Time Limited and (d) Orient International Limited with Hindusthan Udyog Limited (the "Company") are in compliance with all the Accounting Standards applicable to a Listed Entity.

FOR HINDUSTHAN UDYOG LIMITED

[V.N. AGARWAL]
MANAGING DIRECTOR



FOR HINDUSTHAN UDYOG LIMITED

[SHIKHA BAJAJ]
CHIEF FINANCIAL OFFICER

