



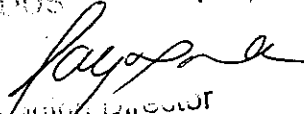
Format of the Compliance Report as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017

It is hereby certified that the draft scheme of arrangement involving **Priceless Overseas Limited (Amalgamating Company)** and **P G Industry Limited (Amalgamated 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	Corporate governance requirements are not applicable as per Regulation 15 of LODR Regulations
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting


Place: New Delhi
 For P G INDUSTRY LIMITED

 Company Secretary

For P G INDUSTRY LIMITED

 Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving **Priceless Overseas Limited (Amalgamating Company)** and **P G Industry Limited (Amalgamated Company)** are in compliance with all the Accounting Standards applicable to a listed entity as notified from time to time.


 Chief Financial Officer


For P G INDUSTRY LIMITED

 Managing Director

