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Compliance Report

It is hereby certified that the draft Scheme of Amalgamation involving amalgamation of Arrow Textiles Limited ("ATL" or "First Transferor Company") and MMG India Private Limited ("MMG" or "Second Transferor Company") with Delta Magnets Limited ("DML" or "Transferee Company" or "the Company") and their respective Shareholders (hereinafter referred to as "Scheme" or "the Scheme" or "this 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 and this circular, including the following:

| SI. No. | Reference | Particulars |
|-------------------------------|--|---|
| 1. | Regulations 17 to 27 of LODR Regulations | Corporate governance requirements |
| 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)(3) | Conditions for schemes of Amalgamation 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 |

Anannya Godbole Company Secretary ACS No.: 23112

Dr. Ram H. Shroff Managing Director DIN: 00004865

Dr. Ram H. Shroff

Managing Director DIN: 00004865

Certified that the accounting treatment provided in the draft Scheme of Amalgamation involving Amalgamation of Arrow Textiles Limited ("ATL" or "First Transferor Company") and MMG India Private Limited ("MMG" or "Second Transferor Company") with Delta Magnets Limited ("DML" or "Transferee Company") and their respective Shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

Mr. Abhilash Sunny Chief Financial Officer

Place: Mumbai

Date: 21109 2018

MAGDEV LTD

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