

Compliance Report to be submitted along with the Draft Scheme

It is hereby certified that the draft Scheme of Amalgamation of Total Securities Ltd with Share India Securities Ltd; 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 |
| 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 would be complied |
| (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 |

For Share India Securities Limited

Vikas Aggarwal

Vikas Aggarwal
Company Secretary & Compliance Officer



Parveen Gupta

Parveen Gupta
Chairman & Managing Director



Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation of Total Securities Ltd with Share India Securities Ltd are in compliance with all the Accounting Standards applicable to a listed entity.

For Share India Securities Limited

Vijay Kumar Rana

Vijay Kumar Rana
Chief Financial Officer



Parveen Gupta

Parveen Gupta
Chairman & Managing Director



Date: December 04, 2018

Place: Sahibabad