

Ajmera Realty & Infra India Limited

Regd. Office: "Citi Mall", 2nd Floor, Link Road, Andheri (West), Mumbai 400 053
Tel: +91-22-6698 4000 • Email: investors@vsnl.com • Website: www.aril.co.in
CIN NO: L27104 MH 1985 PLC035659



ANNEXURE 11

14th January, 2020

To
Securities Exchange Board of India
SEBI Bhavan BKC
Plot No.C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051
BSE scrip code: 513349

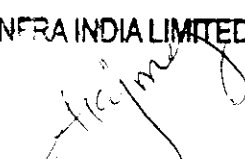
Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement between Ajmera Realty & Infra India Limited ('the Demerged Company' or 'ARIL') and Radha Raman Dev Ventures Private Limited ("RRDVPL" or 'the Resulting Company') and their respective Shareholders ("the Scheme")

Dear Sir/Madam,

It is hereby certified that the draft scheme of arrangement involving Ajmera Realty & Infra India Limited ('the Demerged Company' or 'ARIL') and Radha Raman Dev Ventures Private Limited ('RRDVPL' or 'the Resulting Company') and their respective Shareholders ("the 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 SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied since the scheme does not violate, override or limit the provisions of securities law or requirements of the Stock Exchanges.
Requirements of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents have been submitted vide our application dated 14 th January, 2020 with BSE and NSE.

For AJMERA REALTY & INFRA INDIA LIMITED

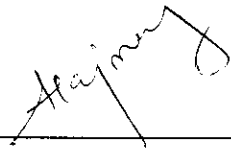

Company Secretary

Ajmera Realty & Infra India Limited

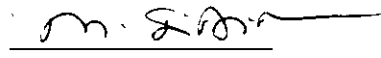
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SN	Reference	Particulars	Compliance
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Will be complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	The share entitlement report is attached as Annexure 2
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The Auditors Certificate is attached as Annexure 9
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required. Undertaking from the Auditor clearly stating the reasons for non - applicability of Para (I)(A)(9) is attached as Annexure 11.

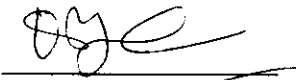


Company Secretary

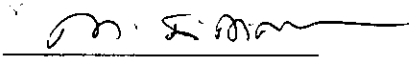


Managing Director

Certified that the transactions/accounting treatment provided in the draft scheme of arrangement involving Ajmera Realty & Infra India Limited ('the Demerged Company' or 'ARIL') and Radha Raman Dev Ventures Private Limited ('RRDVPL' or 'the Resulting Company'), and their respective Shareholders ("the Scheme") are in compliance with all the Accounting Standards applicable to a listed entity.



Chief Financial Officer



Managing Director

Certified True Copy

For AJMERA REALTY & INFRA INDIA LIMITED



Company Secretary