



# National Peroxide Limited

(ISO 9001=ISO 14001 OHSAS 18001 = ISO 50001 RC 14001)

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Corporate Identification No. : L24299MH1954PLC009254

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## Compliance Report to be submitted along with the draft Scheme

It is hereby certified that the draft Composite Scheme of Arrangement amongst National Peroxide Limited ('Transferee Company / Demerged Company') and Naperol Investments Limited ('Transferor Company') and NPL Chemicals Limited ('Resulting Company') and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations and Circular No. 2015CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) on the schemes of arrangement involving listed companies issued by SEBI, including the following:

Sl. No.	Reference	Particulars	Whether Complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied. Report on Corporate Governance for the quarter ended June 30, 2021 is enclosed as 'Annexure-A', which forms part of this application.
2	Regulations 11 of LODR Regulations	Compliance with securities laws	Complied.
Requirements of this Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchange	Complied.
(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	Complied. The report received from Ms. Drushti R. Shah, Chartered Accountants, Registered Valuer is enclosed as 'Annexure - 3', which forms part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. The Report received from Statutory Auditors of the Company viz., Price Waterhouse Chartered Accountants, LLP is enclosed as 'Annexure - 10', which forms part of this application.

REGISTERED OFFICE :  
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**National Peroxide Limited**

(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	<p>The Company will comply with the provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.</p> <p>Provisions of Para (I)(A)(9)(b) read with Para Para(I)(A)(9)(a) of Annexure I of SEBI Circular dated March 10, 2017, as amended from time to time are not applicable. In this regard, Auditors' Certificate is enclosed as 'Annexure - 13' which forms part of this application.</p>
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**Chandukumar Parmar**  
Company Secretary  
Date: August 17, 2021  
Place: Mumbai



**Rajiv Arora**  
Chief Executive Officer & Director  
Date: August 17, 2021  
Place: Mumbai

Certified that the transactions / accounting treatment provided in the draft Composite Scheme of Arrangement amongst National Peroxide Limited and Naperol Investments Limited and NPL Chemicals Limited and their respective shareholders and creditors, are in compliance with all the Accounting Standards applicable to a listed entity.

**Conrad Fernandes**  
Chief Financial Officer  
Date: August 17, 2021  
Place: Mumbai



**Rajiv Arora**  
Chief Executive Officer & Director  
Date: August 17, 2021  
Place: Mumbai