



AMRIT AGRO INDUSTRIES LTD.

CIN: L01111UP1985PLC010776

AAIL/
November 2, 2016

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Sub: **Amrit Agro Industries Ltd. – Exit to Public Shareholders under the Scheme of Arrangement between Amrit Agro Industries Ltd. (AAIL) and Amrit Banaspati Company Ltd. (ABCL) and their respective Shareholders - Compliance Report with respect to Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sir,

Regulation 15 of Chapter 4 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") specifies as under:

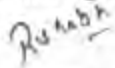
1. The provisions of this chapter shall apply to all listed companies.
2. The compliance with the corporate governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply in respect of:
 - (a) the listed entity having paid up equity share capital not exceeding Rs.10 crore and networth not exceeding Rs.25 crores as on the last day of the previous financial year; and
 - (b) the listed entity which has listed its specified securities on the SME Exchange.

In accordance with the above SEBI provisions, the compliance of the corporate governance provisions contained in Regulations 17 to 27 of the LODR are not applicable to our company as the paid up equity share capital of the Company is Rs.3 crores and networth is Rs. 11.68 crores, as per audited financial statements for the last financial year i.e. 2015-16.

However, our company is largely in compliance with the corporate governance provisions concerning composition of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Related Party Transactions etc.

Thanking you.

Yours faithfully,
For Amrit Agro Industries Ltd.


(Rishabh Aggarwal)
CFO