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#28, 1st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

Compliance Certificate in terms of Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For the Period from 1st April 2017 to 30th September 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, Files and other documents, relating to M/s. PONNI SUGARS (ERODE) LIMITED maintained by Cameo Corporate Services Ltd, the Registrar & Share Transfer Agents of the Company, pertaining to transfer of Equity Shares of the Company for the period from 1st April 2017 to 30th September 2017 for the purpose of issuing a Certificate as per Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by M/s. PONNI SUGARS (ERODE) LIMITED with the Stock Exchanges and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 30th September 2017:

- A. Share Certificate relating to the Share Transfer Deeds received during the period from 1st April 2017 to 30th September 2017 as entered in the Memorandum of Transfers has been issued within fifteen days from respective date of lodgment of each deed excepting those rejected on technical grounds.
- B. Share Certificates in respect of requests for issue of duplicate have been issued within the specified time limit.

During the aforementioned period M/s PONNI SUGARS (ERODE) LIMITED has not issued any new certificate(s) on account of sub division, consolidation, split, renewal, exchange or endorsement of calls / allotment monies.

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Place: Chennai Date: 12.10.2017 V Suresh

Practising Company Secretary

C.P.No.6032