OMKAR OVERSEAS LIMITED

Registered Office- 212, New Cloth Market, O/S. Raipur Gate, Raipur, Ahmedabad – 380 002

Phone No.: 91-79-22132078

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CIN: L51909GJ1994PLC023680

Compliance Report

To,
The Manager, Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir/Madam,

Sub: Compliance Report in terms of SEBI Circular No. CED/DIL3/CIR/2017/21 dated 10 March, 2017.

It is hereby certified that the Draft Composite scheme of Arrangement providing for Re-Organization of Share Capital of Omkar Overseas Limited (i.e., Forfeiture of 101900 Unpaid Equity Shares, Reduction of paid up share capital by Rs. 3,96,50,050 to Rs. 97,96,200 and Consolidation of Share Capital in accordance with clause 13 of the Scheme) and Amalgamation of Saanvi Advisors Limited ("Transferor Company" or "SAL") and Omkar Overseas Limited ("Transferee Company" or "OOL") 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(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI circular no. CED/DIL3/CIR/2017/21 dated 10 March, 2017 including the following:

SR. NO	**Reference**	**Particulars**	Whether Complied or not
1.	Regulations 17 to 27 of LODR Regulations	Corporate Governance Requirements	Not Applicable, as company's paid up equity share capital does not exceed 10 crores Rupees and net worth does not exceed 25 crore rupees.
2.	Regulation 11 of LODR Regulations	Compliance with Securities Laws.	Yes. The listed entity does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchanges.

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Requirements of SEBI circular no. CED/DIL3/CIR/2017/21			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes Complied.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable since both the transferor and transferee Companies are listed.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Complied. Valuation Report is enclosed as Annexure 3.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.	Yes Complied. Auditors certificate is enclosed as Annexure 10.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting.	Will be Complied in accordance with SEBI circular no. CED/DIL3/CIR/2017/21 dated 10 March, 2017.

Prity Bokaria
Company Secretary

Ramesh Deora
Director & C.E.O
DIN: **01135440**

Date : 12.02.2021

Certified that the transactions / accounting treatment provided in Draft scheme of Arrangement providing for Re-Organization of Share Capital of Omkar Overseas Limited (i.e., Forfeiture of 101900 Unpaid Equity Shares, Reduction of paid up share capital by Rs. 3,96,50,050 to Rs. 97,96,200 and Consolidation of Share Capital in accordance with clause 13 of the Scheme) and Amalgamation of Saanvi Advisors Limited and Omkar Overseas Limited and their respective shareholders and creditors is in compliance with all the Accounting Standards applicable to a listed entity.

Manish Girishchandra Shah
Chief Financial Officer

Ramesh Deora
Director & C.E.O
DIN: **01135440**

OMKAR OVERSEAS LIMITED AHMEDABAD

Date: 12.02.2021

Place: Ahmedabad