

SPOTLIGHT VANIJYA LIMITED

CIN- L65993WB1981PLC034252

2, Red Cross Place, Kolkata - 700 001

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e-mail: kkothari@hngil.com

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Annexure 'I'

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ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation for the merger of Somany Foam Ltd with Spotlight Vanijya Ltd.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied. BSE limited has been selected as the designated stock exchange for the purpose of coordination with the SEBI and board resolution approving the same is enclosed as Annexure-'K'
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied. Refer Annexure-'B'
2.b	Valuation Report from Independent Chartered Accountant	Complied. Refer Annexure-'C'
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied. Refer Annexure-'D'
2.d	Fairness opinion by merchant banker	Complied. Refer Annexure-'E'
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied. Refer Annexure-'F.1'
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied. Refer Annexure-'P ₁ - P ₃ '
2.g	Compliance with Clause 49 of Listing Agreement	Complied. Refer Annexure-'H'
2.h	Complaints Report	Will be complied within the time limits.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Complied. Please refer post-shareholding pattern of the Company marked as Annexure-' '
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable

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6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

Date: 24/07/2015

N.D. Mahantwani
Director