

OMKAR OVERSEAS LIMITED*Registered Office- 212, New Cloth Market, O/S. Raipur Gate, Raipur, Ahmedabad – 380 002**Phone No.: 91-79-22132078***E - mail:** omkaroverseas212@gmail.comWebsite: www.omkaroverseasltd.com**CIN:** L51909GJ1994PLC023680**Compliance Report**

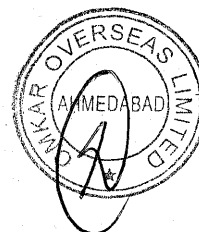
To,
The Manager, Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

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 crore 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.
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)(2)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable as both the transferor and transferee Companies are listed. "SAL" is listed on Metropolitan Stock Exchange and "OOL" is listed on BSE Limited.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Complied. Valuation Report is enclosed as Annexure A
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards.	Yes Complied. Auditors certificate is enclosed as Annexure D1
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting.	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.

Prity Bokaria
Company Secretary

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

Date :13.08.2021

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

Date:13.08.2021



ABHISHEK KUMAR & ASSOCIATES

CHARTERED ACCOUNTANT

Auditor's Certificate

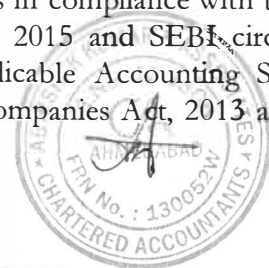
To,
The Board of Directors,
OMKAR OVERSEAS LIMITED
212, New Cloth Market,
O/S. Raipur Gate, Raipur,
Ahmedabad – 380002.

We, Abhishek Kumar & Associates, Chartered Accountants (Firm Reg. No. 130052W) the statutory auditors of **Omkar Overseas Limited**, (hereinafter referred to as “Transferee Company”), have examined the proposed accounting treatment specified in Part IV of Draft Scheme of Arrangement in nature of Amalgamation (hereinafter referred to as the 'Draft Scheme') between Saanvi Advisors Limited (“Transferor Company” or “SAL”) and Omkar Overseas Limited (“Transferee Company” or “OOL”) and their respective shareholders and creditors as approved by the Board of Directors in their meeting held on 12th February 2021, in terms of the provisions of SEBI circular no. CED/DIL3/CIR/2017/21, Sections 230 to 232 of the Act and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (‘the rules’) with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant rules issued thereunder (the 'applicable Accounting Standards') and other Generally Accepted Accounting Principles in India.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards read with rules made there under and Other Generally Accepted Accounting Principles in India as aforesaid, is that of the Management/ Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India

Based on our examination as above and according to the information and explanations given to us, along with the representations provided by the Management, we confirm that the proposed accounting treatment specified in **Part IV** of the Draft Scheme, is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. CFD/DIL3/CIR/2017/21, issued thereunder and all the applicable Accounting Standards notified by the Central Government under section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles in India.



This certificate is issued at the request of the Omkar Overseas Limited pursuant to the requirements of SEBI circular no. CFD/DIL3/CIR/2017/21, issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Concerned Stock Exchanges and the National Company Law Tribunal, as may be applicable, along with the Draft Scheme. Accordingly, this Certificate should not be used for any other purpose without our prior written consent.

For, Abhishek Kumar & Associates
Chartered Accountants
Reg. No. 130052W



[CA. Abhishek Agrawal]

Proprietor

M. No. 132305

UDIN: 21132305AAAADZ8540

Place: Ahmedabad

Date: 12.02.2021

