



PINCON SPIRIT LIMITED

IS/ISO/9001 : 2000 CERTIFIED ORGANISATION

Regd. & Corp. Off. : 7, Red Cross Place, 3rd Floor, "Wellesley House", Kolkata - 700 001

Phone : 033-2231 9135, 033-2262 4943 / 44, Fax : 033-4001 4642

E-mail : pinconspirit@gmail.com, Website : www.pinconspirit.in

Toll Free : 1800 3453684

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 composite scheme of Amalgamation u/s 391 to 394 of the Companies Act, 1956 between Pincon Spirit Limited and Gomukh Commercial Private Limited.

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.	Requirement as per CIR/CFD/DIL/5/2013 Dated February 4, 2013 read with CIR/CFD/DIL/8/2013 Dated May 21, 2013	Whether Complied or not & How
1.	Listed Companies shall choose one of the stock exchanges as the designated stock exchange for the purpose of coordinating with SEBI.	Yes- Calcutta Stock Exchange Ltd. (CSE)
	Compliance as per Part A, Annex I to the Circular	
2.	Documents to be submitted:	
2.a	Draft Scheme of Arrangement/Amalgamation/Merger/ Reconstruction/ reduction of capital etc.	Yes- As per Annexure-I
2.b	Valuation Report from Independent Chartered Accountant	Yes- From V. Singhi & Associates, Chartered Accountants. As per Annexure-II
2.c	Report from Audit Committee recommending the Draft Scheme	Yes- As per Annexure-III
2.d	Fairness Opinion by Merchant Banker	Yes- From Comfort Securities Limited. As per Annexure-IV
2.e	Pre & post amalgamation shareholding pattern of unlisted company	Yes- As per Annexure-V
2.f	Audited Financials of last 3 years and un-audited financials for the period ended 28.11.2013 of unlisted company.	Yes- As per Annexure-VI (a), (b) & (c).
2.g	Compliance with Clause 49 of Listing Agreement	Yes- As on 30 th September, 2013. As per Annexure-VII
2.h	Complaints report	Yes- we shall submit the within 7 days of expiry of 21 days from the date of filing of documents with Stock Exchange(s).
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)	Not Applicable. As the Transferee Company is Listed at Calcutta Stock Exchange Limited and the

PINCON GROUP





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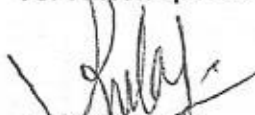
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	pursuant to a scheme of reconstruction or amalgamation (scheme) sanctioned by high Court u/s 391-394 of Companies Act, 1956.	Transferor Company is an Unlisted company.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the Public holders in the transferor entity.	The Public Shareholding as per Clause 40A of the CSE Listing Agreement shall be maintained.
5.	The transferee entity will not issue/ re-issue any shares, not covered under the draft scheme.	Yes.
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 refer in point (b) 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 option outstanding, if any, to subscribe for additional capital will be exercised.	There are no such outstanding warrants/instruments/agreements in the transferee company as on the date of Application.
7.	The shares of the transferee entity issued in lieu of the Locked-in shares of the transferor entity are subject to the locked-in for the remaining period.	Not Applicable.

For Pincon Spirit Limited


Rajkumar Roy
Director



Date: 17th December, 2013

Place: Kolkata