



Compliance Report with the requirements specified in Part-A of the Circular CIR/CFD/DIL/5/2013 dated February 4, 2013.

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed scheme of Arrangement under Section 100 to 104 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013.

In connection with the above application, we herewith 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 Ltd is chosen as designated stock exchange.
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 Draft Composite Scheme is attached as Annexure II
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable, As per Point 4.2 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 to be read with SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, "Valuation Report from an Independent Chartered Accountant" need not be required in cases where there is no change in the shareholding pattern of the listed company. since the scheme involves reduction of capital under sections 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013, on a proportionate basis.
2.c	Report from the Audit Committee recommending the Draft Scheme	Audit Committee report is attached as Annexure III
2.d	Fairness opinion by merchant banker	Not Applicable, since the scheme involves reduction of capital under sections 100 to 104 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013, on a proportionate basis.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied Pre and post shareholding pattern



		before and after scheme of arrangement attached as Annexure IV (a), IV (b).
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied Attached as Annexure V
2.g	Compliance with Clause 49 of Listing Agreement	Complied Attached as Annexure VI
2.h	Complaints Report	Will be complied and submitted within 7 days of expiry of 21 days of filing of draft scheme
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 as the scheme does not involve the issuance & allotment of shares by unlisted companies to the shareholders of listed company. The proposed scheme is a scheme which involves reduction of capital of the company under section 100 to 104 of the Companies Act, 1956.
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.	Not Applicable, since the scheme involves reduction of capital of the Capital under Sections 100 to 104 of the Companies Act, 1956.
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable, since the scheme involves reduction of capital of the Capital under Sections 100 to 104 of the Companies Act, 1956.
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.	Complied As the Company has no outstanding warrants/instruments/agreements which give right to take equity shares in the Company
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



PALRED TECHNOLOGIES LIMITED

(FORMERLY KNOWN AS FOUR SOFT LIMITED)

CIN NO. : L72200AP1990PLC033131



For Palred Technologies Limited

Place: Hyderabad
Date: 01.12.2014



Palred Srikanth Reddy
Managing Director
(DIN-00025889)