



K2 Systems Limited

To

Date: 29.05.2015

The Head - Listing & Compliance
Metropolitan Stock Exchange of India Limited
(Formerly known as MCX Stock Exchange Limited)
Exchange Square, Suren Road, Chakala,
Andheri (East), Mumbai - 400093.

Dear Sir,

Sub: Further documents regarding Listing of 3,94,000 equity shares pursuant to reduction of capital

Ref: MCX mail dated 27.05.2015 and 28.05.2015

With reference to the subject cited, we hereby submit the undertaking regarding filing of revised scheme of reduction with SEBI and further confirm that undertaking provided with reference to para 5.16(a) and para 5.16(b) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, is disseminated on the website of the company as per the requirement of the said SEBI circular. following documents for your kind perusal

In light of above. We request the Exchange to list the shares of the Company pursuant to reduction for which kind act the Company will be ever grateful.

Yours faithfully

For K2 Systems Limited


Boga Prabhakar
Whole-time Director



Encl: as above

Regd Off: H.No. 10-4-1/A/8, Flat No. G-3, Ramakrishna Nagar, Boga House,
Masab Tank, Hyderabad - 500028 (A.P.)

CIN : L72200 AP1989PLC010200

Phones : + 91-04-6666 7770|6666 8880|Fax No: + 91-40-6666 8880

email : ktwsys@gmail.com|www.k2sy.com



K2 Systems Limited

UNDERTAKING

We hereby undertake that the company M/s.K2 Systems Limited had filed a scheme of arrangement with SEBI involving the reduction of capital, conversion of unsecured loan and preferential allotment which was rejected by SEBI and expressed its concern for conversion of unsecured loan and preferential allotment. The company then filed revised scheme with SEBI, which was approved by SEBI and "No Objection" was given by Bangalore Stock Exchange. The SEBI letter approving the revised scheme and "No Objection" letter of Bangalore Stock Exchange has been submitted with the listing application to Metropolitan Stock Exchange of India Limited (formerly known as MCX Stock Exchange Limited).

Date: 29.05.2015
Place: Hyderabad

For K2 Systems Limited



Boga Prabhakar
Director

Regd Off: H.No. 10-4-1/A/8, Flat No. G-3, Ramakrishna Nagar, Boga House,
Masab Tank, Hyderabad - 500028 (A.P.)

CIN : L72200 AP1989PLC010200

Phones : + 91-04-6666 7770|6666 8880|Fax No: + 91-40-6666 8880

email : ktw@sys@gmail.com|www.k2sy.com



M M REDDY & CO.,
Chartered Accountants

Phone : 040-40272617
Fax : 040-23418836
Mobile : 93910 15637

To,
Department of Listing Operations
BSE Limited,
P.J. Towers , Dalal Street,
Mumbai - 400 001.

Dated: 4th September, 2014.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Arrangement for Reduction of Capital between K2 Systems Limited and its Shareholders.

UNDERTAKING

With reference to para 5.16 (a) and para 5.16 (b) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, we hereby undertake that:

- i) The proposed Scheme of arrangement is for reduction of capital of K2 Systems Limited.
- ii) Additional shares are not allowed to promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter Group, Subsidiary / (s) of Promoter / Promoter Group of K2 Systems Limited pursuant to Scheme of reduction of capital.
- iii) The Scheme of reduction of capital does not involve K2 Systems Limited and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter Group, Subsidiary / (s) of Promoter / Promoter Group.
- iv) There is no payment of consideration to any shareholders , Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter Group, Subsidiary / (s) of Promoter / Promoter Group pursuant to the Scheme of reduction.

Considering the aforementioned reasons, Shareholder's approval of Scheme of Reduction of Capital of K2 Systems Limited, through e-voting and postal ballot is not applicable.

For M.M Reddy & Co.
Chartered Accountants
FRN: 0103715



M. Madhusudan Reddy
Partner
M. No. 213077

