

## Annexure III

Format of the certificate to be submitted by the Statutory Auditor/ Practicing Chartered Accountant/ Practicing Company Secretary on their letterhead:

To,  
The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application for listing of \*67,35,430 equity shares issued at a price of Rs. 153.10/- per share on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2022**

We, Kothari H. & Associates, Practicing Company Secretaries, have verified the relevant records and documents with respect to the proposed preferential allotment and certify that:

- The company has complied with all the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2022, Companies Act, 2013 including Section 42 and Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Further the company has also complied with all the legal and statutory formalities for allotment of aforesaid equity shares issued on : preferential basis.
- The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
- Allotment of shares has been made only to such persons to whom offer / invitation was made.
- no statutory/regulatory authorities have restrained the company for issuing \*67,35,430 equity shares to non-promoters on preferential basis.
- The allotment of Equity Shares issued on preferential basis is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and confirms that this allotment of equity shares does not triggers open offer.
- ~~in the case of convertible instruments, the allottees have exercised the option to convert the instrument within a period of 18 months from the date of allotment of the instrument.~~



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- g) Except as given below, none of the allottees hold any equity shares of the Issuer for a period starting from the relevant date till the date of preferential allotment.

Sr. No.	Name of the Proposed Allottees
1	Mr. Pratik Madhukar Sheth
2	Authum Investment & Infrastructure Limited
3	Nikhil Vora HUF
3	Mr. Siddharth Iyer

- h) None of the allottees have sold any equity shares of the Issuer for a period starting from the relevant date till the date of preferential allotment.

- i) the pre-preferential shareholding of the allottees are under lock-in as given below:

**Before Sub-division/Split of shares**

Name of the allottee	Shareholding as on Relevant Date	*Shareholding immediately prior to the allotment	Qty locked in	Lock-in details	
				From	To
Pratik Madhukar Sheth	10,553	10,553	10,553	October 09, 2024	March 21, 2025
	--	400	400	November 22, 2024	March 21, 2025
Authum Investment & Infrastructure Limited	1,25,000	1,25,000	1,25,000	September 20, 2024	March 21, 2025
Nikhil Vora HUF	7,000	7,000	7,000	September 20, 2024	March 21, 2025
Mr. Siddharth Iyer	-	5,831	5,831	November 22, 2024	March 21, 2025

**After Sub-division/Split of shares**

Name of the allottee	Shareholding as on Relevant Date	*Shareholding immediately prior to the allotment	Qty locked in	Lock-in details	
				From	To
Pratik Madhukar Sheth	1,05,530	1,05,530	1,05,530	October 09, 2024	March 21, 2025
	--	4,000	4,000	November 22, 2024	March 21, 2025
Authum Investment & Infrastructure Limited	12,50,000	12,50,000	12,50,000	September 20, 2024	March 21, 2025
Nikhil Vora HUF	70,000	70,000	70,000	September 20, 2024	March 21, 2025
Mr. Siddharth	-	58,310	58,310	November	March 21,



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Iyer				22, 2024	2025
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**\*Pursuant to sub-division of equity shares with effect from the record date (i.e. November 05, 2024), 1 (One) equity share of the Company having face value of ₹10/- (Ten) each sub-divided into 10 (Ten) equity shares having face value of ₹1/- (One) each.**

- j) at the time of allotment the pre-preferential shareholding (if any) of all the allottees were held in dematerialized form only and no allotment has been made to any allottee whose pre-preferential shareholding was in physical form or was in the process of dematerialization.
- k) no allotment has been made to an allottee who did not have PAN at the time of allotment, unless the entity is exempt from PAN.
- l) None of the allottee has breached investment limit prescribed by any regulator.
- m) Neither the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors is a wilful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulation, 2018 or a fraudulent borrower
- n) None of the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors is a fugitive economic offender as defined under Regulation 2(1) (p) of SEBI (ICDR) Regulations, 2018.
- o) The company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI Delisting Regulations, 2021.
- p) The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.
- q) ~~Allotment of equity shares pursuant to exercise of convertible securities has been completed by the Company within 15 days of exercise of the option by the allottee.~~

**For Kothari H. & Associates**  
Company Secretaries

SONAM  
SATISH  
KUMAR  
JAIN

Digitally signed by Sonam Satish  
DN: cn=Sonam Satish, o=Kothari H. & Associates, ou=Company Secretaries, email=sonam.satish@kotharihassociates.com, c=IN

**Sonam Jain**  
(Partner)  
Cop. 12402, Mem. No.- 9871  
UDIN: F009871F002550321

Date: 22/11/2024  
Place: Mumbai



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