

SWETA AGARWAL & CO.

COMPANY SECRETARY

MO. 8416809424,9045813965

H 23 ASHOK NAGAR COLONY MEERUT ROAD HAPUR 245101

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Board of Directors,
NDA Securities Limited
E-157 S/F Kalkaji,
New Delhi – 110019 IN.

Respected Sir(s) / Madam(s),

In connection with the proposed issuance of 8,72,093 equity shares by way of preferential issue basis (hereinafter '**proposed preferential issue**') of the company to the Proposed Allottee(s), the company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of sub-regulation (2) of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the '**SEBI ICDR Regulations**').

Management Responsibility:

The Compliance with Chapter V of the SEBI ICDR Regulations for the preferential issue and allotment of equity shares is the responsibility of the management of the company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/ presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Management is also responsible for providing all relevant information to the SEBI, and/or Bombay Stock Exchange Limited. (**BSE Ltd.**)

The Management of the Company is also responsible for ensuring the compliance of the requirements of the SEBI ICDR Regulations detailed as under:

- (i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- (ii) Determination of the minimum price of equity shares in terms of Regulation 164 of the SEBI ICDR Regulations;
- (iii) Compliance with the conditions/ requirements of the SEBI ICDR Regulations.



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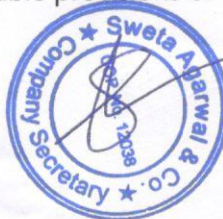
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Certifier's Responsibility:

1. Pursuant to the requirements of sub-regulation (2) of Regulation 163 of Chapter V of the SEBI ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue is in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue.
2. I conducted the examination of the statement/ records in accordance with the applicable guidance are issued by the Institute of Company Secretaries of India (the 'ICSI'). The guidance's requires that I comply with the ethical requirements of the Code of Conduct issued by ICSI.
3. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained that I performed a reasonable assurance engagement.

Accordingly, I have performed the following procedures in relation to the engagement:

- a) With respect to conditions specified in Regulation 159 & 160 of the SEBI (ICDR) Regulations, I have performed the following procedures to confirm the compliance with required conditions:
 - i. Noted the relevant date i.e. July 10, 2023, being the date thirty days prior to the Annual General Meeting i.e. August 10, 2023;
 - ii. Verified that the Company has obtained requisite undertaking from the Proposed Allottee(s) to ensure that it have not sold or transferred any Equity Shares of the Company from the relevant date up to a period of 90 trading days from the date of allotment of such securities;
 - iii. Verified from the undertaking and DP statement obtained by the Company from Proposed Allottee(s), the 'pre-preferential holding' of equity shares of the Company is not held by the Proposed Allottee(s).
 - iv. Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottee(s); and
- b) Read the Notice of the Annual General Meeting and verified that special resolution for proposed preferential issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;
- c) With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations;



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- d) Read the certified copy of the resolution passed at the Board meeting held on July 13, 2023 produced before us by the management containing the details of the Proposed Allottee(s);
- e) Conducted relevant management inquiries and obtained necessary representations.

Conclusion:

Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the SEBI (ICDR) Regulations as applicable to the preferential issue. The company is in the process of passing the required special resolution seeking the approval of the shareholders for the proposed preferential issue as required by the SEBI (ICDR) Regulations.

Restriction on distribution or use:

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI (ICDR) Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders' of the Company (on the website of the Company) so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without my prior written consent.

FOR SWETA AGARWAL & CO.

Company Secretaries



SWETA AGARWAL

Proprietor

FRN: S2013UP214200

FCS 9792, C. P. NO.: 12038

UDIN: F009792E000603165

Date: 13.07.2023

Place: Farrukhabad