SINGH US & ASSOCIATES

COMPANY SECRETARIES FIRM, PEER REVIEWED FIRM _6039/2024

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018)

To
The Board of Directors
Unifinz Capital India Limited
5th Floor, Rajlok building, 24,
Nehru Place, New Delhi, Delhi-110019, India.

I,**Uttasav Singh**, Practicing Company Secretary, have been appointed by Unifinz Capital India Limited (hereinafter referred to as 'Company'), having CIN L17111DL1982PLC013790 and having its registered office at 5th Floor, Rajlok building, 24, Nehru Place, Nehru Place, South Delhi, New Delhi, Delhi, India,110019 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "**SEBI ICDR Regulations**").

In accordance with the Regulations, the Company has proposed to issue 98,01,000 (Ninety Eight Lakhs One Thousand) Warrants convertible into equal number of equity shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up ("Equity Shares") for cash, at an issue price of ₹102/- (Rupees One Hundred Two Only) per share, aggregating upto ₹99,97,02,000/- (Rupees Ninety Nine Crores Ninety Seven Lakhs Two Thousand Only) ("**Total Issue Size**") to the persons belonging to the Non-Promoter Category of the Company on a preferential basis ("**Proposed Preferential Issue**"). The proposed preferential issue was approved at the meeting of Board of Directors of the Company held on October 15, 2026.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

i. Memorandum of Association and Articles of Association of the Company.
ii. The present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
iii. Resolutions passed at the meeting of the Board of Directors;
iv. List of Proposed Allottee;
v. The relevant date in accordance with Regulation 161 of the Regulations is October 12, 2026.
vi. All equity shares held by the proposed allottee in the Company are in dematerialised form.
vii. Details of buying, selling and dealing in the equity shares of the Company by the proposed allottee during the 90 trading days preceding the relevant date;
viii. Permanent Account Numbers of the proposed allottee;
ix. Draft notice of General Meeting including the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
x. Verified the relevant statutory records of the company to confirm that:

a. it has no outstanding dues to the SEBI, the stock exchanges or the depositoriesexcept those whose are the subject matter of a pending appeal or proceeding(s),which has been admitted by the relevant Court, Tribunal or Authority.

b. it 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 company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circularor notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

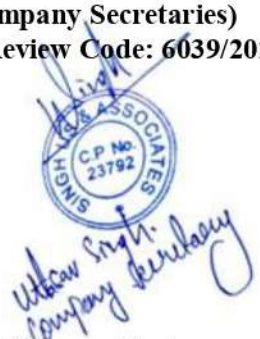
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulation.

For SINGH US &ASSOCIATES
(Company Secretaries)
Peer Review Code: 6039/2024



Uttasav Singh
(Proprietor)
M. No.: F13993
COP.:2379
UDIN: F013993H001900559