



NISHANT BAJAJ & ASSOCIATES

Practising Company Secretaries

Off. Add.: C-2201, Kanakia Levels, Rani Sati Marg, Malad East, Mumbai 400097.

Mobile No.: +91 7738669898; Email Id.: nishantbajajcs@gmail.com

The Board of Directors

Parsharti Investment Limited

B/404, The Capital, G-Block, Bandra Kurla Complex

Behind ICICI Bank, Bandra East Mumbai 400051

Certificate in the compliance with conditions of proposed preferential issue of 1,00,00,013 Convertible Warrants

1. This report is issued in accordance with the terms of our engagement letter.
2. In connection with the proposed preferential issue of convertible warrants of Parsharti Investment Limited (the "Company"), the Company is required to obtain a report from the Practising Company Secretary, with regard to compliance with the conditions of the proposed preferential issue of Securities, as required by Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

Managements' Responsibility for the Statement

The Management of the Company is responsible for ensuring the compliance of the requirements of the 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 ICDR Regulations;
- iii) Compliance with the conditions/ requirements of the ICDR Regulations

Verification

For the purpose of confirming that proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- i) Copy of board resolution proposing the preferential issue of Convertible Warrants, subject to necessary approvals.
- ii) Review of terms of Convertible Warrants proposed to be issued by the Company.



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Opinion

3. In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers. We certify that the proposed preferential issue is in compliance with the conditions/ requirements of ICDR Regulations stated above under the heading of verification

Restriction on Use

4. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Annual general meeting of shareholders considering the proposed preferential issue of Convertible Warrants and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Nishant Bajaj & Associates
Practicing Company Secretary

Mem No.: 28341

COP No.: 21538

Place: Mumbai

Date: 18th May, 2022

Place: Mumbai

UDIN: A028341D000337091