



# GHATPANDE & GHATPANDE ASSOCIATES

COMPANY SECRETARIES

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## CERTIFICATE ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY FUNDVISER CAPITAL (INDIA) LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

To,  
Fundviser Capital (India) Limited  
Office No. 22, 7<sup>th</sup> Floor Manek Mahel,  
90 Veer, Nariman Road,  
Next To Hotel, Ambassador, Churchgate,  
Mumbai- 400020

Dear Sir/ Madam,

1. This Certificate is issued in accordance with the terms of our engagement with Fundviser Capital (India) Limited, having Scrip Code 530197 listed on BSE Ltd., (hereinafter referred to as 'the Company').
2. In connection with the proposed issuance of 8,75,000 Equity Shares and 13,50,000 Convertible Warrants by way of Preferential Issue (hereinafter referred to as 'Proposed Preferential Issue') of the Company to Proposed Allottees, the Company is required to take a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as 'ICDR Regulations').

### Managements Responsibility

3. The compliance with Chapter V of the ICDR Regulations for the Preferential Issue of "Equity Shares" and "Convertible Warrants" is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This accountability 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 estimations that are reasonable in the circumstances.
4. The Management is also responsible for providing all relevant information to the SEBI, and/ or Stock Exchange(s).
5. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

Fundviser Capital (India) Limited  
Compliance Certificate under  
Regulation 163(2) of the SEBI (ICDR), Regulations 2018

Ghatpande & Ghatpande Associates  
Practicing Company Secretaries  
Certificate dated: 14<sup>th</sup> February, 2024



- a. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.
- b. Determine the minimum price of the equity shares in accordance with the ICDR Regulations.
- c. Compliance with the all other requirements of the ICDR Regulations.

### **Certifier's Responsibilities**

6. Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed Preferential Issue are in accordance with the requirements of the ICDR Regulations as applicable to the Preferential issue.
7. We conducted our examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the 'ICSI'). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.
8. 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 had we performed a reasonable assurance engagement.

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

- a. With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
  - i. Noted the Relevant Date in terms of Regulation 161 of ICDR Regulations, 2018 for determining the price of Equity Shares and Equity Shares to be issued on conversion of warrants with reference to the proposed preferential issue is Friday, 9<sup>th</sup> February, 2024. Please note that 11<sup>th</sup> February, 2024 (Sunday) being the date 30 days prior to 12<sup>th</sup> March, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 9<sup>th</sup> February, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.
  - ii. Verified that the Company has obtained requisite undertaking and/ or DP Transaction Statement from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company during 90 trading days preceding the Relevant Date;

