



MAHENDRA KHANDELWAL & CO.

Company Secretaries

Address: -202, Prism Tower, Infront of PHQ (Jaipur)

Behind Nehru Place, Tonk Road, Jaipur

Phone No. 0141-4112199, Mo. 09828046652

E-Mail: mahendra927@gmail.com

Annexure III

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

Date: February 14, 2026

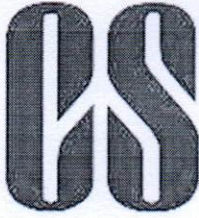
Dear Sir,

Sub: Application for listing of 12,00,000 equity shares issued at a price of Rs. 21 per share on preferential basis in terms of Chapter V of SEBI (ICDR) Regulations, 2018

We, Mahendra Khandelwal & Co., Practicing Company Secretaries have verified the relevant records and documents with respect to the proposed preferential allotment and certify that:

- a) the company has complied with all the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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 a preferential basis.
- b) 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.
- c) allotment of shares has been made only to such persons to whom offer / invitation was made.
- d) no statutory/regulatory authorities have restrained the company for issuing 12,00,000 equity shares to promoter/promoter group and non-promoter on preferential basis.
- e) 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 trigger open offer.
- f) 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.
- g) Both Vachi Commercial LLP and Diptanshu Gupta holds equity shares of the Issuer for a period starting from the relevant date till the date of preferential allotment.
- 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:





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Name of the allottee	Shareholding as on Relevant Date	Shareholding immediately prior to the allotment	Qty locked in	Lock-in details		
				From	To	
Vachi Commercial LLP	19,50,000	19,50,000	19,50,000	700000	June 20 th , 2024	October 31 st , 2026
				10,00,000	May 30 th , 2024	
				2,50,000	December 06 th , 2024	
Diptanshu Gupta	1,54,311	1,54,311	1,54,311	December 06 th , 2024	October 31 st , 2026	

- 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) Regulations, 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.

Mahendra Khandelwal & Co.
Company Secretaries



Mahendra Prakash Khandelwal
(Proprietor)
FCS No.: 6266
CP No.: 4459
Date: 14-02-2026
Place: JAIPUR
UDIN: F006266G003936269