



Rahul Gupta & Associates

(Company Secretaries & Corporate Consultants)
(ICSI Peer Reviewed Firm)

Regd. Add:-52/74, L-3, Street No-25, Anand Parvat, New Delhi-110005

Contact No: +91-9910604095, +91-9868972652

E-Mail:-csrhlgrg@gmail.com

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To
The Board of Directors
Anka India Limited
6 Legend Square Sector 33,
Gurgaon, Gurugram, Haryana-122004

Subject: Certificate of Practicing Company Secretary in respect of compliance of provision of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended in relation to proposed preferential issue of upto 3,61,54,529 Equity shares for a consideration other cash i.e Shares Swap

I Rahul Gupta, Practicing Company Secretaries prop. of **Rahul Gupta & Associates** having office at 52/74, L-3, ST No-25, Anand Parvat, Karol Bagh, New Delhi-110005 was appointed by the Board of Director of Anka India Limited (**hereinafter referred to as 'Company'**), having CIN: L74900HR1994PLC033268 to certify that the proposed preferential issue of upto 3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("Equity Share") at an Issue Price of Rs. 17 (Rupees Seventeen only) per equity share including a premium of Rs. 7 (Rupees Seven) per Equity Share aggregating to Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three), against swap of 10,000 equity shares of Futech Internet Private Limited ("**FIPL**"), representing 100% (Hundred Percent) of the paid-up equity share capital of **FIPL** was approved at the Meeting of Board of Directors of the Company held on March 13, 2025 ("**Proposed Preferential issue**"). in compliance of provision of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended c this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 ("**SEBI ICDR Regulation**") as amended and applicable provision of Companies Act, 2013 (**the "Act"**) and rules made thereunder, subject to the shareholder approval.

List of Proposed Allottees is as under ;

| Sl. No. | Name of the proposed Allottee | Category ('Promoter/Promoter Group'/ Non Promoter)* | No. of Equity to be issued upto |
|--------------|-------------------------------|---|---------------------------------|
| 1 | Amit Sharma | Currently- Non-Promoter Post open-offer: Promoter & Promoter Group | 2,89,23,624 |
| 2 | Arjit Sachdeva | Currently- Non-Promoter Post open-offer: Promoter & Promoter Group | 72,30,905 |
| Total | | | 3,61,54,529 |

As per requirement of Regulation 163(2) of the SEBI (ICDR) Regulations this certificate is required to be placed before the Extra-Ordinary General Meeting (EGM) of the Shareholders to be held on April 12, 2025.



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Managements' Responsibility

The compliance with the aforesaid and relevant SEBI (ICDR) Regulations and the Act for the preferential issue of convertible warrants and preparation of the Notice convening Extra-Ordinary General Meeting, including its content is the responsibility of the management of the Company

This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI and/or stock exchange(s).

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 Share in terms of Regulation 164 of the ICDR Regulations;
- iii. Compliance with the conditions/ requirements of the ICDR Regulations and Companies Act, 2013.

Practicing Company Secretary's Responsibility:

Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI (ICDR) Regulations, as amended, it is my responsibility to provide limited assurance that the proposed preferential issue of convertible warrants to the proposed allottees as mentioned above, are being made in accordance with the requirements of "Chapter V-Preferential Issue" of the SEBI (ICDR) Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

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, I 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 Authorized, Subscribed, Issued Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors dated March 13, 2025.
- iv. Verified the Draft notice convening the Extra-Ordinary General Meeting on April 12, 2025, seeking approval of the members of the Company for the preferential issue of upto 3,61,54,529 (Three Crore Sixty One Lakh, Fifty- Four Thousand Five Hundred Twenty Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten) each, fully paid-up, ("Equity Share") at an Issue Price of Rs. 17 (Rupees Seventeen only) per equity share including a premium of Rs. 7 (Rupees Seven) per Equity Share aggregating to Rs. 61,46,26,993 (Rupees Sixty One Crores Forty Six Lakhs Twenty Six Thousand Nine Hundred Ninety Three), against swap of 10,000 equity shares of Futech Internet Private Limited ("FIPL"), representing 100% (Hundred Percent) of the paid-up equity share capital of **FIPL**.
- v. Noted that the Relevant Date is March 13, 2025 being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e. April 12, 2025, to consider and approve the Preferential Issue.
- vi. Confirmation from the Company that:
 - a) Proposed allottees have not sold/transferred any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. March 13, 2025 and till the date of execution of this certificate;



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- b) The Company has determined the minimum price of equity shares in terms of Regulation 164 of the ICDR Regulations;
- c) The Board of Directors of the Company has at its meeting held on March 13, 2025 approved Notice convening the Extra-ordinary General Meeting of the Company for the Preferential Issue;
- d) The proposed Preferential Issue is being made to persons under Non- Promoter” category;
- e) The Company has obtained Permanent Account Number of Proposed Allottees;
- f) None of the Proposed Allottees belonging to Non- Promoter category are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
- g) The details of the Proposed Allottees who does not hold any equity shares of the issuer for a starting from the relevant date till the date of preferential allotment:

| Sl. No. | Name of the proposed Allottee | Category ('Promoter/Promoter Group'/ Non Promoter)* | No. of Equity to be issued upto |
|--------------|-------------------------------|---|---------------------------------|
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| Total | | | 3,61,54,529 |

- h) The Company 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 circular or notification issued by the Securities and Exchange Board of India thereunder;

Certification:

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, I certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of ICDR Regulations stated above under the heading of verification.

For Rahul Gupta & Associates
(Company Secretary)

Rahul Gupta

Prop.

M. No: F-9533; COP-12306

Peer Review : 4738/2023

Date: 19th March, 2025

Place: Delhi

UDIN: F009533F004123181