

**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

[Pursuant to Regulation 163(2) of the Securities Exchange Board of India  
(Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,  
The Board of Directors  
Rishi Laser Limited, Mumbai

**Certificate pursuant to Regulation 163 (2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018- Issue and allotment of 8,00,000 convertible warrants on preferential basis.**

I, Sudhanwa Suresh Kalamkar, Company Secretary in whole time practice has been appointed by the Rishi Laser Limited ("the Issuer/ the Company"), to review the process and issue a Certificate pursuant to Regulation 163 (2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 ("the ICDR Regulations") with respect to compliance of the provisions of the ICDR Regulations and specific reference to Chapter V thereof

The Management of the Issuer is responsible for ensuring the compliance of the requirements of the ICDR Regulations and;

- (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

Accordingly, the Issuer pursuant the applicable provisions of the Companies Act 2013, Rules framed thereunder and in accordance with these Regulations has proposed issue of 8,00,000 convertible warrants, carrying a right to subscribe one Equity Share of Rs. 10/- (Rupees Ten only), per warrant, for cash at an issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) per warrant including premium of Rs. 140/- (Rupees One Hundred and Forty Only) per warrant, aggregating to Rs. 12,00,00,000/- (Rupees Twelve Crores only) to a Promoter and Strategic Investors (Non-Promoters) (hereinafter referred to as "the proposed preferential issue") The proposed preferential issue was approved at the Meeting of the Board of Directors of the Company held on September 25, 2024

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



- i) Copy of Board resolution dated September 25, 2024, proposing the issue of convertible warrants, Notice of Extra-Ordinary General Meeting, copy of resolution and explanatory statement issued to the Members for seeking their approval for the proposed preferential allotment
- ii) Confirmation from the Company that:
  - (a) The Board of Director of the Company have decided, 24<sup>th</sup> September 2024, as the "relevant date" being the date thirty days prior to the date on which the meeting of shareholders is scheduled to be held i.e. 25.10.2024 to consider the proposed preferential issue;
  - (b) The Company has determined the minimum price of equity shares in terms of Regulation 164 of the ICDR Regulations;
  - (c) The proposed non-promoter allottees are the persons who do not hold any equity share of the Company as on the relevant date i.e. 24.09.2024;
- iii) The proposed allottees are the person who have not sold or transferred any equity shares of the Company during the ninety (90) trading days preceding the relevant date i.e. 24.09.2024;
- iv) The Company has obtained the Permanent Account Number of all the proposed allottees; and
- v) The Company has no outstanding dues to the Board, Stock exchanges where the securities of the Company are listed (i.e. BSE Ltd) and the Depositories.

Based on the perusal of above documents and details, in my opinion and to the best of my knowledge and according to the verification as considered necessary and explanations furnished to me by the Company and its' Officers, I certify that the proposed preferential issue is in compliance with the conditions/ requirements of ICDR Regulations stated above.

Date: 05-10-2024

Place: Mumbai

For Sudhanwa S Kalamkar & Associates,  
Company Secretaries



Sudhanwa S Kalamkar  
Proprietor  
ACS: 18795 COP: 7692

Encl: a/a

UDIN by the ICSI: A018795E001017531