

V K SHANKARAMANN

M.Com., F.C.S., B.G.L., D.L.T., D.L.A., M.B.A, M.Phil

Practising Company Secretary

Regd. Office : Kumaran Kudil, Flat No. A, Plot No.69, Anbu Nagar Main Road, Alwarthirunagar, Chennai - 600 087.
Email : shankaramann@yahoo.co.in, 1967vks@gmail.com

COMPLIANCE CERTIFICATE

[Issued under Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Board of Directors,
Kumbhat Financial Services Limited
(CIN: L65991TN1993PLC024433)
Regd. Office: Kumbhat Complex, 5th Floor, No.29, Rattan Bazaar, Park Town, Chennai, Tamil Nadu,
600003 Tel. No.: 044-25388720; Email id: cs@kumbhatfinancialserviceslimited.com;
Website: www.kumbhatfinancialserviceslimited.com

Subject: Compliance Certificate for Preferential Issue of Equity Shares

I/We, Shankaramann, Practising Company Secretary, have issued this certificate based on the engagement letter received from M/s Kumbhat Financial Services Limited requesting us to certify compliance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (hereinafter referred to as the "Regulations").

Details of the Proposed Preferential Issue

In accordance with the Regulations, the Company has proposed the issue of up to **5,78,000 equity shares** with a face value of **₹10/- each**, fully paid-up, on a **preferential basis** at an issue price of **₹24/- per share**.

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of Equity Shares proposed to be Allotted	Investment amounts up to (₹)
1.	Sanjay Kumbhat	Promoter	5,78,000	1,38,72,000
Total			5,78,000	1,38,72,000

The proposed preferential issue was approved at the Board Meeting held on February 18, 2025.



V K S & ASSOCIATES
Company Secretaries

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The Board resolved to issue up to **5,78,000 fully paid-up Equity Shares** at a price of **₹24.00 per share** (including a premium of **₹14.00 per share**), aggregating to **₹1,38,72,000/-**, in accordance with **Chapter V of the SEBI ICDR Regulations, 2018** and other applicable laws. The issue is subject to approval from regulatory/statutory authorities and the **shareholders of the Company**.

The **Extraordinary General Meeting (EGM)** of the Company is scheduled for **Monday, March 17, 2025**, via **Video Conference/Other Audio-Visual Means**, to seek shareholders' approval for the Preferential Issue.

Verification and Compliance Check

On the basis of relevant management inquiries, representations, and information furnished by the Company's management, I/We have verified the issue's compliance with applicable regulations, specifically examining:

1. **Memorandum & Articles of Association** of the Company.
2. **Present capital structure**, including Authorized, Subscribed, Issued, and Paid-up share capital, along with the **shareholding pattern**.
3. **Board Resolutions** approving the preferential issue.
4. **List of Proposed Allottees**.
5. **Relevant Date** as per Regulation 161 of SEBI ICDR Regulations is February 14, 2025.
6. **Statutory Registers and RTA Shareholding List**, verifying:
 - o Equity shares are fully paid-up.
 - o Proposed allottees hold shares in dematerialized form.
7. **Disclosures under SEBI (PIT) Regulations, 2015 & SEBI (SAST) Regulations, 2011**, if any, by the proposed allottees in the **90 trading days** preceding the relevant date.
8. **Details of buying, selling, and dealing in Company's equity shares** by the proposed allottees, promoters, or promoter group in the **90 trading days** preceding the relevant date.
9. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs.14.84/
10. **Permanent Account Numbers (PANs)** of the proposed allottees, except those exempt under SEBI rules.
11. **Explanatory Statement** as part of the EGM notice, ensuring compliance with:
 - **Regulation 163(1) of SEBI ICDR Regulations.**
 - **Companies Act, 2013 & Companies (Share Capital and Debentures) Rules, 2014.**



Assumptions & Limitations of Scope and Review

1. **Compliance with applicable laws and the authenticity of documents/information** provided is the responsibility of the Company's management.
2. **Our responsibility is limited to verification and certification**, based on documents and information reviewed. This is neither an **audit** nor an **opinion**.
3. **No opinion is expressed on the price computation and/or the issue price of shares.**
4. **This certificate is intended solely for compliance purposes under the aforesaid Regulations** and is not to be used, circulated, quoted, or referred to for any other purpose.

Certification

Based on my/our examination of relevant documents, information, and explanations furnished by the management and employees of the Company, I/we hereby certify that the **proposed preferential issue is in compliance with the SEBI ICDR Regulations and other applicable provisions.**

Place: Chennai
Date: 19.02.2025



V K Shankararamann
Practising Company Secretary
F.C.S No. 5592
C.P. No.5255
PR Code: 332
QR Code: 74
UDIN: F005592F003964096