



P. M. VALA & ASSOCIATES

COMPANY SECRETARIES

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COMPLIANCE CERTIFICATE

[Pursuant to Regulations 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

Date: 27/08/2024

To,
The Board of Directors,
Silverline Technologies Limited
Unit 121, SDF IV, Seepz, Andheri (E),
Mumbai, Maharashtra, 400096

Dear Sir,

Sub: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 9,80,00,000 Equity Shares of the face value of Rs.10/-each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Pradyumansinh Vala, proprietor of M/s P. M. Vala & Associates, a Practising Company Secretary has been appointed by the Silverline Technologies Limited (**the "Company"**) to certify that the proposed preferential issue of 9,80,00,000 Equity Shares of the face value of Rs.10 /- each at an issue price of Rs.10/- per equity share to the proposed allottees, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

The details of the proposed allottees are as follows:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Mr Vikram Chaudhari	1201370000505441	NIL	NA	NA
Mr Gokalbhai Chaudhari	1201370000513708	NIL	NA	NA
Mr Nirav Dineshbhai	1201370000514239	NIL	NA	NA



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MrRonakkumar Chaudhari	1201370000514087	NIL	NA	NA
Mr Jesingbhai Chaudhari	1201370000513621	NIL	NA	NA
Ms Lilaben Desai	1201370000513712	NIL	NA	NA
Mr. Milind Patil	1206420000643446	NIL	NA	NA
Ms. Neeta Mehta	IN30154962093063	NIL	NA	NA

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed in the ensuing Annual General Meeting, this certificate shall be available on website of the Company at link specified in the notice of AGM. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on August 27,2024.

Managements' Responsibility

The compliance with the relevant provision of SEBI ICDR Regulations and the Act for the proposed preferential issue of equity shares and preparation of the AGM Notice, 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 us for our examination are correct and complete.

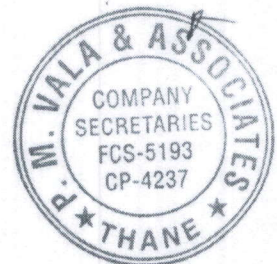
The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is my responsibility to provide limited assurance that the proposed preferential issue of the Equity Shares to the proposed allottee(s) as mentioned above, are being made in accordance with the requirements 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 SEBI ICDR 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:



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1. I have verified that all the present Equity Shares are fully paid up.
2. I have reviewed and verified the draft notice of AGM, inter alia seeking approval of the shareholders of the Company for the preferential issue of above said Equity Shares.
3. I have noted that the relevant date for proposed preferential issue is August 27, 2024.
4. On the basis of documents produced before me and undertaking produced by the proposed allottee(s), I certify that the none of the proposed allottee(s) has/ have sold any Equity Shares of the Company during the ninety (90) trading days preceding the relevant date.
5. None of the proposed allottee(s) hold(s) any Equity Shares in the Company and therefore requirement of lock-in of pre-preferential shareholding of each of proposed allottee(s) in accordance with Regulation 167 (6) SEBI ICDR Regulations, 2018 is not applicable.
6. On the basis of documents produced before me and undertaking produced by the proposed allottee(s), I certify that none of the proposed allottee(s) is not ineligible for allotment in terms of Regulations 139 of SEBI ICDR Regulations, 2018.
7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Act and Rule 13 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of the Act. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
8. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the Company. It is further confirmed that AOA of the Company does not provide the method of determination of price of the equity shares of the Company for preferential issue.
9. The Company has obtained Valuation Report from the Registered Valuer.
10. The Equity Shares of the Company are listed on BSE Limited. Since the Shares of the Company are infrequently traded, minimum issue price shall be Rs.10.00.
11. I have verified the Permanent Account Number and other relevant details of the proposed allottee(s) subscribing to the preferential issue.
12. The total allotment to the allottee(s) in the present preferential issue or in the same financial year i.e. FY 2023-24 is more/less than 5% of the post issue fully diluted share capital of the Issuer.



13. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants/shares of the Company which were previously subscribed by them.
14. Verified the relevant statutory records of the company to confirm that:
- a) it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.

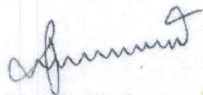
Conclusion

Based on my examination, as above and the information, explanations and written representation provided to me by the management and employees of the Company as well as proposed allottee(s). I hereby state that the proposed preferential issue of Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

For P. M. Vala & Associates,
Company Secretaries



P. M. Vala
(Proprietor)
FCS No. 5193, COP No. 4237
ICSI Unique Code: I2001MH250600
Peer Review Cert.No.1884/2022



Place: Thane
Date : August 27, 2024

