



**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  
AKANKSHA POWER AND INFRASTRUCTURE LIMITED,  
Plot No. 87/4, MIDC, Satpur,  
Satpur Township, Nashik,  
Nashik, Maharashtra,  
India, 422007

I. Shobha Ambure Dolas Practising, Company Secretary have been appointed by AKANKSHA POWER AND INFRASTRUCTURE LIMITED (hereinafter referred to as 'Company'), having CIN U40104MH2008PLC184149 to issue this Compliance Certificate in accordance 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 "SEBI (ICDR) Regulations").

This certificate is issued in accordance with the requirement of Regulation 163(2) of Chapter V 'Preferential Issue' of SEBI (ICDR) Regulations, and in connection with the proposed issue of 2384000 (Twenty Three lakh Eighty Four thousand) Equity Shares and 1292000 (Twelve lakh Ninety Two thousand) warrants ("Warrants") on a preferential basis with an issue price of Rs. 144/- ('Proposed Preferential issue'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 27th September, 2024 and is subject to approval of the Shareholder. The Preferential offer shall be made to the following allottees:

Sr. No.	Name of Proposed Allottee(s)	Category	Maximum No. of Equity Shares to be allotted	Maximum No. of Warrants to be allotted
1	A4 Taxworld LLP	Non-Promoter	200000	
2	Aditi Nirav Satra	Non-Promoter	21000	
3	Ananth Nakirikanti	Non-Promoter	36000	
4	Ankita Bajaj	Non-Promoter	22000	
5	Anurag Investment	Non-Promoter	14000	
6	Ashish Jain	Non-Promoter	25,000	
7	Ashish Singh	Non-Promoter	50,000	
8	Ashwin Nandan Singh	Non-Promoter	18,000	

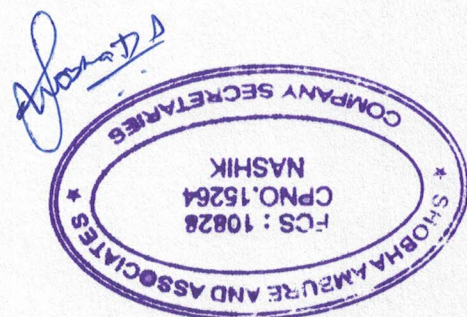
9	Bharti Sharma	Non-Promoter	18,000	
10	Bijal Jigar Gala	Non-Promoter	20000	
11	Chennupati Sarath Kumar	Non-Promoter	70,000	
12	Daksha Bharat Shahnand with P Bharat Hansraj Shahnand	Non-Promoter	18000	
13	Deepender Agarwal	Non-Promoter	1,50,000	
14	Ginjudalli Mohan Kumar	Non-Promoter	18,000	
15	Inspyre Capital	Non-Promoter	50,000	
16	Jayantilal Gada HUF	Non-Promoter	24000	
17	Kanchan Tiwari	Non-Promoter	18000	
18	Lakshay Gupta	Non-Promoter	8,000	
19	Madhushree Enterprises Pvt. Ltd	Non-Promoter	18,000	
20	Manpreet Singh Arora	Non-Promoter	36000	
21	Mayank Gupta	Non-Promoter	30000	
22	Megha Khandelwal	Non-Promoter	75000	
23	Mukesh Kumar	Non-Promoter	50,000	
24	Nitin Gada	Non-Promoter	40000	
25	Padmavathi Devi	Non-Promoter	8,000	
26	Pankaj Jain	Non-Promoter	50,000	
27	Parth Jitendera Furia	Non-Promoter	12000	
28	Pinnamaneni Venkata Ramesh Chowdary	Non-Promoter	18,000	
29	Podala Venkata Parthasarathi	Non-Promoter	36000	
30	Potineni Koteswara Rao	Non-Promoter	36000	
31	Prahalad Khandelwal	Non-Promoter	14000	
32	Preeti Bajaj	Non-Promoter	14000	
33	Premlata Joshi	Non-Promoter	18,000	
34	Radhika Bajaj	Non-Promoter	22000	
35	Raj Saraswat	Non-Promoter	18,000	
36	Raji Dinesh	Non-Promoter	36000	
37	Ramaniwas Sharma	Non-Promoter	18,000	
38	Ravella Sailaja	Non-Promoter	20,000	
39	Ravindranath Reddy Meka	Non-Promoter	36000	
40	Red Soil Partners LLP.	Non-Promoter	1,00,000	
41	Rentala Thriveni	Non-Promoter	18,000	
42	Sambasiva Rao Mothukuri	Non-Promoter	20,000	
43	Samit Ramesh Bhartia	Non-Promoter	70000	
44	Sandeep Kapadia	Non-Promoter	75000	
45	Sarparao Naidu Nukala	Non-Promoter	18,000	
46	Sashi Jain	Non-Promoter	14000	
47	Satish Kumar Ravva	Non-Promoter	36000	
48	Satya Akash Sure	Non-Promoter	90,000	

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49	Shankarram Gopalan	Non-Promoter	106000	
50	Soma Sree Harsha	Non-Promoter	20,000	
51	Soma Swati	Non-Promoter	20,000	
52	Sonilika Maheshwari	Non-Promoter	20000	
53	Sreenivasu Bondalapati	Non-Promoter	20000	
54	Srilatha Sivapuram	Non-Promoter	36000	
55	Srinivas Donkeshwara	Non-Promoter	20000	
56	Sumasa Synergies LLP	Non-Promoter	30000	
57	Suneetha Singamsetty	Non-Promoter	32000	
58	Vangala Sudhakar Reddy	Non-Promoter	36000	
59	Vedant Rajiv Bihani	Non-Promoter	14000	
60	Venkata Rama Mohana Rao	Non-Promoter	20,000	
61	Vijai Swaminathan Raghunathan	Non-Promoter	36000	
62	Vivek Deokiprasad Bansal	Non-Promoter	70000	
63	Yechuri Koteswara Rao	Non-Promoter	28000	
64	Yogiraj Raj sharma	Non-Promoter	50,000	
65	Rabi Narayan Bastia	Non-Promoter		70000
66	Gunasekaran Suresh Kumar	Non-Promoter		8000
67	Manayil Madathi Babunarayanan	Non-Promoter		14000
68	Bipin Bihari Dasmohapatra	Promoter		700000
69	Chaitali Bipin Dasmohapatra	Promoter		100000
70	Akanksha Bipin Dasmohapatra	Promoter Group		100000
71	Harshit Bipin Dasmohapatra	Promoter Group		100000
72	Abhinav Aggarwal	Non-Promoter		200000
<b>Total</b>			<b>2384000</b>	<b>1292000</b>

### Managements' Responsibility:

It is the responsibility of the Management to comply with the requirements of the Regulations and ensuring the authenticity of documents and information, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

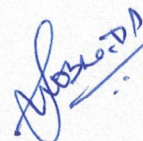


### **Practicing Company Secretary's Responsibility:**

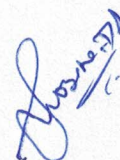
Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI (ICDR) Regulations, as amended, it is my responsibility to provide limited assurance that the proposed preferential issue of equity shares and warrants to the proposed allottees as mentioned above, are being made in accordance 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 SEBI (ICDR) Regulations, as applicable to the preferential issue, more specifically, the following:

- i) 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.
- ii) The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- iii) Resolutions passed at the meeting of the Board of Directors;
- iv) List of Proposed Allottees as stated above
- v) The total allotment to the allottee(s) acting in concert in the present preferential issue is less than 5% of the post issue fully diluted share capital of the issuer and shall not result in change in control.
- vi) The relevant date for the purpose of said minimum issue price was Thursday, September 26, 2024 i.e 30 days prior to the date of Extraordinary General Meeting i.e. Saturday, October 26, 2024
- vii) The statutory registers of the Company and List of shareholders issued by RTA:
  - a) To note that the equity shares are fully paid up.
  - b) All equity shares held, if any, by the proposed allottees in the Company are in dematerialised form.
- viii) On the basis of documents produced before me I certify that the proposed allottees have not sold or transferred any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. Thursday, September 26, 2024 and till the date of execution of this certificate.
- ix) Permanent Account Numbers of the proposed allottees;



- x) Draft notice of Extra Ordinary General Meeting and Explanatory Statement:
- a) To verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
- b) to verify the tenure of the warrants of the company that It shall not exceed eighteen months from the date of allotment of the Warrants.
- c) To verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi) i) The company is under the process making an application for creation of lock in on entire preferential shareholding of proposed allottees(s) with Depositories in compliance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018, which will be under process as on date of this certificate. However, on verification of Demat transaction statement, it is verified that proposed allottees has not sold any shares from the Relevant Date till the date of this certificate
- xii) The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.
- xiii) The minimum issue price for the proposed preferential issue of equity shares and warrants of the Company, based on the pricing formula prescribed under Regulation 164 (4) of SEBI (ICDR) Regulations, 2018, has been worked out at Rs.143.80 /-;
- However, on the recommendation of the Board of Directors in their meeting held on 27th September, 2024, it has been decided to issue equity shares and Equity warrants at the price of INR 144/- per equity share and warrant.
- With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub- regulation (4) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination floor price.;
- xiv) I have enquired with the management of the Company and obtained representation to confirm that
- a. The equity shares and warrants allotted on a preferential basis and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall be locked-in as per Regulation 167 of the SEBI (ICDR) Regulations.
- b. There is 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.
- c. 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 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 Board thereunder.



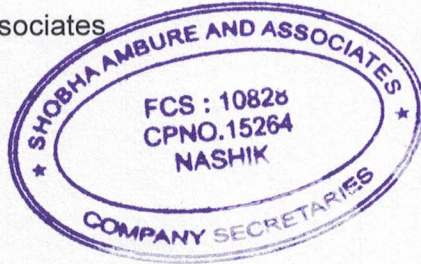

**Assumptions & Limitation of scope and Review:**

1. Our responsibility is to certify based upon our examination of relevant Documents and information. This is neither an audit nor an expression of opinion.
2. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
3. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

**Certification:**

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, except with respect of special resolution of shareholders which is proposed to be passed in the ensuing Extra Ordinary General Meeting to be held on Saturday, October 26, 2024

For Shobha Ambure & Associates  
Company Secretaries



Shobha Ambure  
Practicing Company Secretary  
Peer Review Certificate no. 3751/2023  
Membership No.: F10828  
C.O.P. No: 15264  
Given on: 03-10-2024

Place: Nashik

UDIN: F010828F001433018