

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)

The Board of Directors
Ansal Housing Limited
[CIN: L45201DL1983PLC016821]
606, 6th Floor, Indra Prakash 21
Barakhamba Road, Delhi – 110001

This certificate is issued in accordance with the terms of our engagement with **Ansal Housing Limited** (hereinafter referred to as “the Company”).

In connection with the proposed issue up to 1,02,50,000 (One Crore Two Lakh Fifty Thousand) equity shares by way of preferential issue (the “**proposed preferential issue**”), the Company is required to obtain a certificate from the Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of sub-regulation (2) of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”).

Management’s Responsibility

1. The compliance with Chapter V of the SEBI ICDR Regulations for the preferential issue and allotment of equity shares is the responsibility of the management of the Company.
2. The Management is also responsible for providing all relevant information to the SEBI and/or BSE Ltd.
3. The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI ICDR Regulations:
 - a. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue;
 - b. Determine the minimum price of the equity shares in accordance with SEBI ICDR Regulations;
 - c. Compliance with all other applicable requirements of the SEBI ICDR Regulations.

Certifier’s Responsibility

4. Pursuant to the requirements of sub-regulation (2) of Regulation 163 of Chapter V of the SEBI ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the proposed preferential issue is in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue.



5. The following procedures have been undertaken in relation to the engagement:

a. With respect to conditions specified for preferential issue under the SEBI ICDR Regulations, we have performed more specifically the following procedures to confirm the compliance with the required conditions:

- i. Noted the relevant date i.e. 21st February, 2023 being the date 30 (Thirty) days prior to the date on which resolution is deemed to have been passed, i.e., the last date of 23rd March, 2023 as specified for casting of votes through Remote E-Voting process;
- ii. Verified and ensured that Company has obtained requisite undertaking from the proposed allottees that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date. We have also noted that the proposed allottees do not hold any equity shares of the Company;
- iii. Verified that none of entities in the promoter and promoter group entities has/have sold any equity share of the Company during the 90 trading days preceding the relevant date;
- iv. Reviewed the statutory registers of the Company and List of shareholders issued by RTA:
 - to note that the equity shares are fully paid up; and
 - Proposed Allottees do not have any shares of the Company at present. However, proposed shares shall be credited in dematerialised form;
- v. Verified that the Company has obtained Permanent Account Number('PAN') of the proposed allottees

b. Read the Notice of Postal Ballot and verified that special resolution for proposed preferential issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI ICDR Regulations and other applicable laws and Regulations.

c. The minimum issue price for the proposed issue in accordance with SEBI (ICDR) Regulations (price computed under Regulation 164(1) and 166A (1), whichever is higher) has been worked out at Rs. 9.025/-.

d. Read the certified copy of the resolution passed at the Board Meeting held on 9th February, 2023 produced before us by the management containing the details of the proposed allottees.

e. Conducted relevant management inquiries and obtained necessary representations.

Assumptions & Limitation of scope and Review:

6. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.

7. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

8. 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.

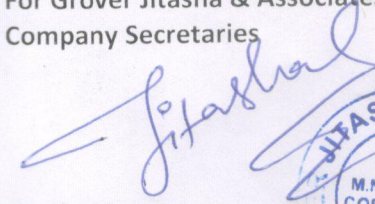


9. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

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 the proposed preferential issue is being made in accordance with the applicable requirements of the SEBI ICDR Regulations.

**For Grover Jitasha & Associates
Company Secretaries**



Jitasha Grover
Proprietor
Memb. No: A37424
COP: 25481
UDIN: A037424D003179255

Date: 21.02.2023
Place: Delhi