



The Shareholders,

VARANIUM CLOUD LIMITED

Third Floor, Plot No. 244-A RDP 2,
CTS 1374/B Vill. Versova SVP Nagar,
Four Bungalows, Mumbai – 400053, Maharashtra.

Dear Sir/Ma'am,

Sub: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018.

We, Mukesh J. & Associates, Practicing Company Secretaries, Ahmedabad, have been appointed by **VARANIUM CLOUD LIMITED** (hereinafter referred to as 'Company'), having CIN: U64200MH2017PLC303172 and having its Registered Office at Third Floor, Plot No. 244-A RDP 2, CTS 1374/B Vill. Versova SVP Nagar, Four Bungalows, Mumbai - 400053, Maharashtra 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 "Regulations").

In accordance with the Regulations, the Company has proposed issue of upto 100,00,000 shares with face value of Rs. 10/- each, fully paid up on a preferential basis with an issue price of Rs. 1250/- per equity share ('Proposed Preferential issue').

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, we 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:

- I. Memorandum of Association and Articles of Association of the Company;
- II. The Present capital structure including the details of the Authorized, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern *(For the aforesaid issue, the company is in process of raising authorized capital to meet the requirement of post issue paid up capital and the authorized capital shall be increased before allotment of shares).*
- III. Resolutions passed at the meeting of the Board of Directors;
- IV. List of Proposed Allottees;
- V. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was 12th January, 2023;
- VI. 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 by the proposed allottees in the Company are in dematerialized form.



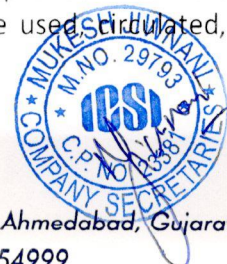


- VII. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- VIII. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- IX. Draft notice of General Meeting, Explanatory Statement and Shareholders Agreement (if any):
 - 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 lock-in period as required under Regulation 167 of the Regulations
 - c. To verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- X. 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 (as per exchange trading days and Volume Weighted Average Price (VWAP) Method) as prescribed under these Regulations has been worked out at Rs. 1175.48/- per equity share;
- XI. 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 identified as per regular payment cycles.
 - b. It 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.

It is the responsibility of the Management to comply with the requirements of the Regulations, 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.

ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. 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.
4. 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





MUKESH J & ASSOCIATES



(Company Secretaries)
Firm No. S2021GJ796900

otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

**FOR, MUKESH J & ASSOCIATES
PRACTICING COMPANY SECRETARIES**



MUKESH JIVNANI
M. NO.: A29793
C.P. NO.: 23381
UDIN: A029793D003013994

Date: 19/01/2023