



## **CERTIFICATE BY PRACTISING COMPANY SECRETARY**

(As required under SEBI ICDR Regulations)

To  
The Board of Directors  
PARADEEP PARIVAHAN LIMITED  
CIN: L52241OR2000PLC006379  
At: Room No 204 Above OBC Bank Street,  
Port Town Paradeep, Jagatsinghpur-754142

**Compliance Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations with conditions of proposed preferential issue and allotment of 12,00,000 no.s convertible warrants to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing obligation and Disclosure Requirements), Regulations, 2015**

Respected Sir(s)/ Ma'am(s),

1. This certificate is issued in accordance with the terms of our engagement with Paradeep Parivahan Limited (hereinafter 'the Company').
2. In connection with the proposed issuance of 12,00,000 no's of convertible warrants, with an issue price of Rs.156.46/- aggregating to Rs.18,77,52,000/- (Rupees Eighteen Crore Seventy Seven Lakhs Fifty Two Thousand only) is in compliance with the requirements of Chapter V- Preferential Issue of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and applicable provisions of the Companies Act, 2013 and the Rules framed thereunder. This Certificate is required to be placed before the Extra Ordinary General meeting of the shareholders to be held on January, 31<sup>st</sup>, 2026 as per requirement of Regulation 163(2) of the SEBI (ICDR) Regulations.

### **MANAGEMENT'S RESPONSIBILITY FOR THE STATEMENT**

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder;
- Compliance with the SEBI ICDR Regulations, 2022 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable;
- Determination of the minimum price of Convertible Warrants in terms of Regulation 164 of the ICDR Regulations;
- Compliance with the Conditions/requirements of the ICDR Regulations;



## Verification

For the purpose of confirming that proposed preferential issue is in compliance of the applicable provisions of the ICDR Regulations, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- i) Copy of Board Resolution proposing the preferential issue of Convertible Warrants, subject to necessary approvals;
- ii) Notice of Extra Ordinary General meeting;
- iii) Reviewed the CML Report, Transaction of the proposed allottees
- iv) KYC documents of the promoter(s), proposed allottees and the ultimate Beneficial Owners.
- v) Articles of Association and Memorandum of Association of the Company.
- vi) Valuation Reports received from the Independent Registered Valuer issued for the proposed preferential Allotment.

## Opinion

- In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers. We certify that the proposed preferential issue is in compliance with the conditions / requirements of ICDR Regulations stated above under the heading of verification.

## Restriction on use

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Extra Ordinary General Meeting of shareholders considering the proposed preferential issue of Convertible Warrants and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability, or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

Place: Bhubaneswar  
Date: 09.01.2026

For **Biswajit Mahapatra & Associates**

  
**FCS Biswajit Mahapatra**  
**Proprietor**  
**FCS No: F12170**  
**C.P. No.10397**  
**P.R.: 6248/2024**  
**UDIN: F012170G003301456**

