Annexure IV

To,
The Manager
Listing Compliance,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051.

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 up to 2,85,000 (Two Lakhs Eighty-Five Thousand Only) Convertible Warrant into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.

Reference: Application for "In-principle approval" for issue and allotment of 2,85,000 (Two Lakh Eighty-Five Thousand) Convertible Warrants into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, **MOHIT SINGHAL & ASSOCIATES**, a Practicing Company Secretaries firm, having office at 923, West End Mall, District Centre janakpuri-110058 have been appointed by Board of Directors of Anondita Medicare Limited ("Company") to certify that the proposed preferential issue of up to 2,85,000 (Two Lakh Eighty Five Thousand Only) Convertible Warrant into Equity Shares on preferential basis is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations') and the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, subject to the approval of member of Company.

S. No.	Name of Proposed Allottee	Category	No. of warrants	Consideration (IN Rs.)
1.	Anupam Ghosh	Promoter	2,85,000	29,12,70,000

Background

1. We are issuing this certificate based on the Letter of Engagement issued by Anondita Medicare Limited ("the Company' / "the Issuer") requesting us to certify the Company's compliance with the relevant regulations of SEBI ICDR applicable to their proposed Preferential Issues of Convertible Securities in the form of warrants (hereinafter referred to as "convertible warrants"), not exceeding 2,85,000 numbers, to Mr. Anupam Ghosh. None of the proposed allottee(s) has/have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then 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.

2. We have examined whether the proposed Preferential Issues of Convertible Warrants by the Company, as approved by the Board of Directors at its meeting held on 30th April, 2026 are in compliance with Chapter V of the SEBI ICDR Regulations.

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3. At the said meeting of Board of Directors held on 30th April, 2026, the Board of Directors of the Company have approved the Notice of 01/2026-27 Extra Ordinary General Meeting schedule to be held on Thursday, 28th May, 2026 at 01:00 P.M. through Video Conferencing / Other Audio-Visual Means and also the Notice to be issued to the shareholders as on 24th April, 2026, setting out Three Ordinary Resolutions and Four Special Resolutions and a Statement of Material Facts in respect of the said resolutions ("**Explanatory Statement**") (together referred to as "**Notice of EGM**"), seeking their consent for the proposed issue of 2,85,000 (Two Lakh Eighty Five Thousand Only) Convertible Warrants, each convertible into 1 (One) Equity Share of face value of Rs.10/- (Rupees Ten Only) each, fully paid up, in one or more tranches on a preferential basis, at a price of Rs.1022/- (Rupees One Thousand and Twenty Two only) each, as per Item Nos. 1 of Notice of EGM.

4. The Explanatory Statement forming part of the Notice of EGM provides the disclosures mandated under Regulation 163(1) of SEBI ICDR Regulations, in addition to the disclosures required under Section 102 and other applicable provisions of the Companies Act, 2013 ("the Act').

MANAGEMENT RESPONSIBILITY:

The compliance with the relevant provisions of the SEBI ICDR Regulations and the Act for the proposed preferential issue of Convertible Warrant and preparation of the Notice of the 01/2026-27 Extra-ordinary General Meeting, 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).

In terms of SEBI ICDR Regulations, the management of the Company has obtained a valuation report from an independent registered valuer – by Mr. Ankush Garg, Registered Valuers (IBBI Reg No:- IBBI/RV/02/2018/10010) having its office at A - 3 / 85, Sector 3, Rohini, Delhi – 110085 to consider the same for determining the price of the Convertible Warrants to be allotted pursuant to the preferential issue as per Article of Association.

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 165 of the SEBI ICDR Regulations.

OUR RESPONSIBILITY:

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of Convertible Warrant to the proposed allottees as mentioned above, 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.

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, we have verified that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue, more specifically, the following:

1. We have verified that all the present equity shares are fully paid up;

2. We have reviewed and verified the draft notice of the 01/2026-27 Extra-ordinary General Meeting to be held on May 28, 2026, inter alia seeking approval of the members of the Company for the preferential issue of above said warrants and other agenda;

3. We have noted that the Relevant Date for proposed preferential issue is **April 27, 2026,** being thirty days prior to the Extra-ordinary General Meeting which is to be held to consider the proposed preferential issue;

4. We have reviewed the details of buying, selling and dealing in the equity shares of the Company by the Proposed Allotee(s) during the 90 trading days preceding the Relevant Date;

5. We have verified that existing equity shares held by the proposed allottees in the Company are in demat form.

6. We have verified that application for lock-in on equity shares of the pre-preferential holding of the proposed allottee is filed.

7. The Company has no outstanding dues to SEBI, stock exchange where the securities of the Company are listed i.e. National Stock Exchange of India Limited) and the Depositories (i.e. NSDL/ CDSL) as confirmed by the management.

8. The proposed issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, Section 42 and 62 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other requirements of Act, if any. Further, the Company has complied with all legal and statutory formalities, and no statutory authority has restrained the Company from issuing these proposed securities.

9. 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.

10. The management of the Company has obtained a valuation report from an independent registered valuer – by Mr. Ankush Garg, Registered Valuers (IBBI Reg No:- IBBI/RV/02/2018/10010) having its office at A - 3 / 85, Sector 3, Rohini, Delhi – 110085 to consider the same for determining the price of the convertible warrants to be allotted pursuant to the preferential issue as per Article of Association.

11. The Equity Shares of the Company are listed on National Stock Exchange of India Limited. The Equity Shares of the Company are infrequently traded in accordance with the SEBI ICDR Regulations. Therefore, the price is determined pursuant to Regulation 165 of the SEBI ICDR, Regulations 2018. The Articles of Association of the Company does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. The proposed preferential issue will not result in change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company; therefore, the valuation report does not incorporate any changes in value towards control premium. Accordingly, and as per the provisions of the SEBI ICDR Regulations, as provided by the valuation report, the Convertible Warrants will be issued at a price of Rs. 1022/- (Rupees One Thousand and Twenty-Two Only) per Convertible Warrants which is not less than the price as determined by the registered valuer.

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12. We have enquired with the management of the Company to confirm that the Company has adhered to conditions for continuos listing of equity shares as specified in the listing agreement with NSE.

13. We have verified that the proposal preferential issue will not result in change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company; and

14. We have verified the Permanent Account Number of the proposed allottees subscribing to the preferential issue.

15. On the basis of documents produced before us and undertaking produced by the proposed allottee belonging to promoter group, we certify that the proposed allottee belonging to the promoter group is eligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations, 2018.

CONCLUSION:

Based on our examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottees, we hereby state that the proposed preferential issue of Convertible warrants 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/ Shareholders of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used, circulated, quoted or other referred by any 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 Certificate is shown or into whose hands it may come without our prior consent in writing.

ASSUMPTIONS & LIMITATIONS OF SCOPE AND REVIEW

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

For MOHIT SINGHAL & ASSOCIATES
Practicing Company Secretaries
PR NO. 5433/2024

Mohit Singhal & Associates New Delhi Company Secretaries

CS Mohit Singhal
Proprietor
Membership No: F11143
C.P. No. 15995
UDIN: F011143H000277112

Date: 05/05/2026
Place: New Delhi

Annexure V

To,

The Manager
Listing Compliance,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051.

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 up to 2,85,000 (Two Lakhs Eighty-Five Thousand Only) Convertible Warrant into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.

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1. We, **MOHIT SINGHAL & ASSOCIATES**, a Practicing Company Secretaries firm, having its office at 923, West End Mall, District Centre janakpuri-110058, hereby certify that the minimum issue price for the proposed issuance of Warrant on preferential issue of Anondita Medicare Limited, based on the pricing formula prescribed under Regulation 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at ₹ 1022/-.

2. The relevant date for the purpose of said minimum issue price was April 27, 2026.

3. The valuation report from Independent Registered Valuer has been attached herewith. The report includes the following:

   i. The valuation report displays the relative fair value per share/fair share exchange ratio after considering all three approaches for valuation: Asset Approach, Income Approach, and Market Approach.

   ii. In case the Comparable Company Multiples Method is used by the valuer, the valuer has provided the rationale for considering particular companies as comparable.

   iii. In case a control premium is applied, the valuer has provided detailed working for arriving at such control premium.

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4. We hereby certify that the Articles of Association of the issuer does not provide for a determination method. Therefore, the price is determined as per Regulation 165 of SEBI ICDR Regulations, 2018.

5. The Stock exchange on which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date is Not applicable as the equity shares of the company are not frequently traded.

6. The Equity Shares of the Company are listed on National Stock Exchange of India Limited. The Equity Shares of the Company are infrequently traded in accordance with the SEBI ICDR Regulations. Therefore, the price is determined pursuant to Regulation 165 of the SEBI ICDR, Regulations 2018. The Articles of Association of the Company does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. The proposed preferential issue will not result in change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company; therefore, the valuation report does not incorporate any changes in value towards control premium. Accordingly, and as per the provisions of the SEBI ICDR Regulations, as provided by the valuation report, the Convertible Warrants will be issued at a price of INR 1022/- (Indian Rupees One Thousand Twenty-Two Only) per Convertible Warrants which is not less than the price as determined by the registered valuer.

For MOHIT SINGHAL & ASSOCIATES
Practicing Company Secretaries
PR NO. 5437/2024

Mohit Singhal & Associates ★ New Delhi ★ Company Secretaries

CS Mohit Singhal
Proprietor
New Delhi
Membership No: F11143
C.P. No. 15995
UDIN: F011143H000277409

Date: 05/05/2026
Place: DELHI