KASHINATH SAHU & CO.,
COMPANY SECRETARIES

To,
The Board of Directors,
Venmax Drugs and Pharmaceuticals Limited,
Sy. No. 115, Hanumanji Colony,
Opp: Sub Registrar Office, Old Bowenpally,
Secunderabad, 500009, Telangana.

Subject: Compliance Certificate under Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in respect of the proposed Preferential Issue

I, Kashinath Sahu, Practicing Company Secretary, having Membership No. F4790 and Certificate of Practice No. 4807, have been appointed by Venmax Drugs and Pharmaceuticals Limited ("Company") to issue this Compliance Certificate in connection with the proposed preferential issue of 1,60,00,000 Convertible Warrants of the Company to the proposed allottees, pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 read with the applicable rules made thereunder and Regulation 160 to 164 and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

We have examined the relevant records, documents, information and explanations provided to us by the Company and its officers in relation to the proposed preferential issue.

Based on our examination and according to the information and explanations provided to us, we hereby certify that:

1. The proposed preferential issue is being made in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.
2. The proposed issue and the terms thereof are in compliance with the applicable requirements prescribed under the SEBI ICDR Regulations, as amended from time to time.
3. The Company has complied with the applicable requirements relating to the proposed preferential issue, including the requirements relating to pricing, disclosures, lock-in and other applicable conditions, to the extent applicable.
4. The proposed securities are proposed to be issued to the proposed allottees as disclosed in the Notice convening the General Meeting of the Company.
5. The Company has obtained / shall obtain the necessary approvals, consents and authorisations required for giving effect to the proposed preferential issue.
6. The disclosures made in the Notice of the General Meeting in respect of the proposed preferential issue are, to the best of our knowledge and based on the records and information made available to us, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.
7. The proposed preferential issue is subject to the approval of the shareholders of the Company by way of Special Resolution and such other approvals as may be required under applicable laws.

Kashinath Sahu & Co. Hyderabad Company Secretaries

KASHINATH SAHU & CO.,
COMPANY SECRETARIES

This Certificate is issued at the request of the Company for placing before the shareholders at the General Meeting considering the proposed preferential issue and for hosting on the website of the Company, in accordance with the applicable provisions of the SEBI ICDR Regulations.

For M/s Kashinath Sahu & Co.,
Practicing Company Secretaries

Kashinath Sahu Company Secretaries Hyderabad

CS Kashinath Sahu
Practicing Company Secretary
FCS: 4790 CP: 4807
UDIN No: F004790F003661080
Peer Review No: 2957 / 2023

Date: 11.01.2025
Place: Hyderabad

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