

ANU MALHOTRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

January 08, 2024

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400051, Maharashtra, India

Dear Sir/Ma'am,

Subject: Application for "In-principle approval" for issue and allotment of 4,65,910 (Four Lakhs Sixty Five Thousand Nine Hundred and Ten Only) Fully Convertible Warrants to 'Promoter Category' on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In connection with above application for in-principle approval, I, Anu Malhotra, Proprietor of M/s. Anu Malhotra & Associates, Practicing Company Secretaries, hereby confirm and certify that:

- 1) The equity shares so issued / arising on conversion of any convertible instrument so issued shall rank pari passu with the existing shares of the issuer in all respects including dividend.
- 2) ~~_____ (Name of the allottee(s)) does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.~~
- 3) Mr. Bal Kishan Gupta have not sold any equity shares of the issuer for a period prior to 90 trading days from the relevant date till date.
- 4) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- 5) Allotment of specified securities shall only be made in dematerialised form and Equity shares shall be made fully paid up.
- 6) Consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.
- 7) The allotment shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.
- 8) The proposed preferential issue is not ultra-vires to the provisions of articles of association of the issuer.
- 9) The proposed allottee and the beneficial owners to proposed allottee have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

**UMA-121, ANSAL PLAZA MALL, SECTOR-1, VAISHALI, GHAZIABAD -
201010, INDIA**

Mobile No. +91 98102 81482, +91 97181 20308

Email ID: csanumalhotra0403@gmail.com, csanumalhotra282@gmail.com

ANU MALHOTRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

- 10) The proposed allottee, the beneficial owners to proposed allottee, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.
- 11) Issuer, proposed allottee and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange.
- 12) The issuer 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 issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, and any circular or notification issued by the Board thereunder.
- 13) The promoters or directors of the issuer is not fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- 14) If the allottee belong to promoter ~~/promoter group~~,
 - no person belonging to promoter(s) or the promoter group has sold his equity shares during the 90 trading days preceding the relevant date till date
 - no person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations.
- 15) The issuer, its whole-time directors, person(s) responsible for ensuring compliance with the securities laws, its promoters and the companies which are promoted by any of them are not in violation of the provisions of Regulation 34 of the SEBI (Delisting of Equity Shares) Regulations, 2021.
- 16) The issuer has no outstanding dues to the SEBI, the stock exchanges or the depositories as stated under Regulation 159(4) of SEBI (ICDR) Regulation 2018.
- 17) The issuer has not made allotment more than 5% of the post issue fully diluted share capital irrespective of the fact that allotment is to one or multiple allottee.
- 18) The issuer shall ensure that equity shares purchased by the allottee between the relevant date and allotment of specified securities (Convertible security or Equity shares in case direct equity allotment), forms part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

Further, the issuer has informed all the allottee, in writing, that no sale/transfer/or intraday trade in their pre-preferential allotment shareholding is allowed during the period between relevant date and 90 trading days from the date of allotment/trading approval, as the case may be, in terms of regulation 167(6) of SEBI ICDR Regulations, 2018.
- 19) Pre-preferential shareholding of the proposed allottee:

**UMA-121, ANSAL PLAZA MALL, SECTOR-1, VAISHALI, GHAZIABAD -
201010, INDIA**

Mobile No. +91 98102 81482, +91 97181 20308

Email ID: csanumalhotra0403@gmail.com, csanumalhotra282@gmail.com

ANU MALHOTRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Sr. No.	Name of the Allottee	Pre-Preferential Holding	Lock-in Start date	Lock-in end date	Pledged with	Pledge end date
1	Bal Kishan Gupta	38,62,650	June 20, 2024	June 30, 2025	NA	NA
		22,40,000	June 20, 2024	June 30, 2027		

If the lock in does not commence from the relevant date, the proposed allottee having pre-preferential holdings have not sold any shares of the issuer from the relevant date till the date of commencement of lock-in. Further, the issuer shall extend the pre-preferential lock-in, whenever required in order to comply with the Regulation 167(6) of the ICDR Regulations, 2018 and amendments thereof.

20) List of the proposed allottee(s):

Sr. No.	Name of the Allottee	Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	PAN of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	Bal Kishan Gupta	Promoter	AADPG2123K	61,02,650	52.16	4,65,910	65,68,560	53.99

21) Details of the beneficial owners of proposed allottees:

Sr. No.	Name of the Allottee	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee
Not Applicable			

22) Details of processing fee (Non-Refundable) of 0.03% of the Issue Size, subject to a Minimum fee of Rs 3,00,000/- and a Maximum of Rs. 6,00,000/- plus applicable tax (For SME Emerge Listed Companies: 0.025% of the Issue Size, subject to a Minimum fee of Rs.50,000/- and a Maximum of Rs. 2,00,000/- plus applicable tax). The issuer has to make payment in the issuer respective virtual account. The account details are available in the Annual listing bill of the issuer.

Processing Fee (including 18% GST)	Rs. 59,000/-
TDS, if any	Rs. 5,000/-
Net amount remitted after TDS	Rs. 54,000/-
UTR no	825146268
Date of payment	January 08, 2025

23) In case of any queries / clarifications the under-mentioned issuer official may be contacted:

Contact Details

UMA-121, ANSAL PLAZA MALL, SECTOR-1, VAISHALI, GHAZIABAD - 201010, INDIA

Mobile No. +91 98102 81482, +91 97181 20308

Email ID: csanumalhotra0403@gmail.com, csanumalhotra282@gmail.com

ANU MALHOTRA & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Name & Designation of Contact Person	Mrs. Varsha Bansal Company Secretary and Compliance Officer
Telephone Nos. (landline & mobile)	+91 98102 81482
Email - id	cs@mediorganics.in

24) Name of the Stock Exchanges where the equity shares of the issuer are listed: National Stock Exchange of India Limited (NSE – Emerge Platform)

For Anu Malhotra & Associates
Practicing Company Secretaries
(Peer Reviewed Unit)

Anu Malhotra
Proprietor
Membership No.: A39971
COP NO.: 16221

Peer Review No.: 3819/2023

UDIN: A039971F003623507

Place: Ghaziabad

***UMA-121, ANSAL PLAZA MALL, SECTOR-1, VAISHALI, GHAZIABAD -
201010, INDIA***

Mobile No. +91 98102 81482, +91 97181 20308

Email ID: csanumalhotra0403@gmail.com, csanumalhotra282@gmail.com