

SMITA RASTOGI & CO.

Company Secretaries

2603-04/9, Room No.302,
Chuna Mandi, Pahar Ganj,
New Delhi-110055
Tel: 011-49785589
Mobile: 9899009067
Email: cssr32@gmail.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Board of Directors
Easy Trip Planners Limited
223, FIE Patparganj Industrial
Area, East Delhi, Delhi – 110092, India

In connection with the proposed preferential issue of equity shares of **Easy Trip Planners Limited** ("**Company**") to Capri Global Holdings Private Limited, Mr. Pradeep Prabhaskar Saboo, Mr. Sandeep Kumar Gupta, Mr. Gopal Krishan Kapoor, Mr. Adil Sathu, Mr. Atif Sathoo, Ms. Nadiya Jan, Ms. Parveena Shafi (the "**Proposed Allotees**"), the Company is required to obtain a certificate from a Practicing Company Secretary confirming that the proposed preferential issue is being made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**").

Accordingly, this Certificate is being issued under the relevant ICDR Regulations.

Management Responsibility:

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

- i. Determination of the relevant date, being the date thirty days prior to the last date for e-voting through Postal Ballot to consider the proposed preferential issue;
- ii. Determination of the minimum price of equity shares in terms of Regulation 164(1) of the ICDR Regulations;
- iii. Compliance with the conditions/ requirements of the ICDR Regulations.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance with 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:

- a) Copy of board resolution dated August 7, 2023, proposing the preferential issue of equity shares, subject to necessary approvals.
- b) Confirmation from the Company that:
 - (i) The board of Directors of the Company have decided August 7, 2023 as the "relevant date" being the date 30 (Thirty) days prior to the last date for e-voting for Postal Ballot;
 - (ii) The Company has determined the minimum price of equity shares in terms of Regulation 164(1) of the ICDR Regulations;
 - (iii) The Proposed Allotees do not hold any equity shares of the Company as on the relevant date i.e. August 7, 2023 except Capri Global Holdings Private Limited and Mr. Pradeep Prabhaskar Saboo;

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- (iv) The Proposed Allottees are the persons who have not sold or transferred any equity shares of the Company during the ninety trading days preceding the relevant date i.e. August 7, 2023;
- (v) The Company has obtained the Permanent Account Number of the Proposed Allottees; and
- (vi) The Company has no outstanding dues to the SEBI, stock exchanges where the securities of the Company are listed (i.e. BSE Limited and National Stock Exchange of India Limited) and/ or the Depositories (i.e. NSDL and CDSL).

Certification:

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 the relevant ICDR Regulations stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for the intended purpose of compliance in terms of the aforesaid ICDR Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than the compliance with the aforesaid Regulations.

For Smita Rastogi & Co.
Company Secretaries

Name: Smita Rastogi
Designation: Proprietor
Membership No.: F5994
Certificate of Practice No.: 5485
UDIN: F005994E000758823
Peer Review Certificate No.: 3566/2023
Date: August 7, 2023
Place: New Delhi

Note: The management has confirmed that the records submitted to us are the true and correct.