

To,
Securities and Exchange Board of India
Plot No. C4-A, 'G' Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India.

Dear Sir/ Madam,

Sub.: Proposed Rights Issue of Equity Shares of Shree Rama Multi-Tech Limited (the “Company”).

ISSUE OF UP TO [●] EQUITY SHARES WITH A FACE VALUE OF ₹5 EACH (“RIGHTS EQUITY SHARES”) OF SHREE RAMA MULTI-TECH LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[●] EACH INCLUDING A SHARE PREMIUM OF ₹[●] PER RIGHTS EQUITY SHARE (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT UPTO ₹ 7,500 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [●] RIGHTS EQUITY SHARE(S) FOR EVERY [●] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [●] (THE ISSUE).

We confirm that:

1. We have examined various documents including those relating to litigation, including commercial disputes, patent disputes, disputes with collaborators, etc. and other material while finalising the Draft Letter of Offer of the subject issue;
2. On the basis of such examination and discussions with the Company, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the issue, price justification, contents of the documents and other papers furnished by the Company, we confirm that:
 - a. The draft letter of offer filed with SEBI is in conformity with the documents, materials and papers which are material to the issue;
 - b. all material legal requirements relating to the issue as specified by SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
 - c. the material disclosures made in the draft letter of offer are true and adequate to enable the investors to make a well-informed decision as to the investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable legal requirements.
3. Besides ourselves, all intermediaries named in the draft letter of offer are registered with SEBI and that till date, such registration is valid. – **Complied With**
4. We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments - **Not applicable**



5. Written consent from the promoters has been obtained for inclusion of their specified securities as part of the promoters' contribution subject to lock-in and the specified securities proposed to form part of the promoters' contribution subject to lock-in shall not be disposed or sold or transferred by the promoters during the period starting from the date of filing draft letter of offer with SEBI till the date of commencement of lock-in period as stated in the draft letter of offer. - **Not applicable, being a Rights Issue**
6. All applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, which relate to equity shares ineligible for computation of promoters' contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said regulation(s) have been made in the draft Letter of Offer - **Not applicable, being a Rights Issue**
7. All applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 which relate to receipt of promoters' contribution prior to opening of the issue, shall be complied with arrangements have been made to ensure that the promoters' contribution shall be received at least one day before the opening of the issue and that the auditors' certificate to this effect shall be duly submitted to SEBI. We further confirm that arrangements have been made to ensure that the promoters' contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the issue. - **Not applicable, being a Rights Issue**
8. Necessary arrangements shall be made to ensure that the monies received pursuant to the issue are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from all the stock exchanges, and that the agreement entered into between the bankers to the issue and the Company specifically contains this condition.- **Noted for compliance to the extent applicable**
9. The existing business as well as any new business of the Company for which the funds are being raised fall within the 'main objects' in the object clause of the Memorandum of Association or other charter of the Company and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. – **Complied with to the extent applicable**
10. Following disclosures have been made in the draft letter of offer:
 - a. An undertaking from the Company that at any given time, there shall be only one denomination for the equity shares of the Company excluding superior rights equity shares, where a Company has outstanding superior rights equity shares - **Complied with (the Company has not issued any superior rights equity shares); and**
 - b. An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI – **Complied With.**
11. We shall comply with the regulations pertaining to advertisements in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. – **Noted for Compliance**



12. If Applicable, the Company is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable, being a Rights Issue**

Further, we enclose a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of the Promoters and that the related party transactions entered into for the period disclosed in the offer document have been entered into by the Company in accordance with applicable laws. (Annexure IIIA)

We enclose a checklist confirming regulation-wise compliance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, containing details such as the regulation number, its text, the status of compliance, page number of the draft letter of offer where the regulation has been complied with and our comments, if any. (Annexure IIIB)

Thanking you,

Yours sincerely,

For, Vivro Financial Services Private Limited



Authorised Signatory

Name: Tushar Ashar

Designation: Vice President

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Date: March 22, 2023