

ASHU GUPTA & CO.
COMPANY SECRETARIES

204A, S.B.I. Building, 23,
Najafgarh Road Industrial Area,
Shivaji Marg, New Delhi-110015
Tel.: 011-45700331, 9899021740
E-mail: ashugupta.cs@gmail.com

To,

Date: February 03, 2023

The Board of Directors

RAMA VISION LIMITED

Regd. Office: Ward No 3, Bareilly Road, Kichha,
Distt. Udham Singh Nagar, Uttarakhand- 263148

Corp. Office: Rama House, 23, Najafgarh Road
Industrial Area, Shivaji Marg, New Delhi -110015

Subject: Certificate under sub-para 2 of para 163 of Part III of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the proposed Preferential Issue of 4,00,000 Fully Convertible Warrants into Equity Shares of face value of Rs. 10/- each by Rama Vision Limited (“the Company”)

Dear Sirs / Madam,

We, Ashu Gupta & Co., Company Secretaries, hereby certify that the proposed preferential issue of upto 4,00,000 (Four Lacs Only) Fully Convertible Warrants (“Warrants”) into equity shares to the persons belonging to Promoter’s category for cash, at an issue price of Rs. 55.40/- (including premium of Rs. 45.40/-) per warrant which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the “SEBI ICDR Regulations 2018”) convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (“Warrants”) at a price of Rs. 55.40/- (including premium of Rs. 45.40/-) each payable in cash aggregating upto Rs. 2,21,60,000/- (Rupees Two Crores Twenty One Lacs and Sixty Thousand Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, by the Company, as approved by the Board of Directors of the Company in their meeting held on Monday, January 30, 2023, subject to approval of shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India, BSE Limited and any other regulatory authority, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of the SEBI ICDR Regulations 2018, is being made in accordance with the requirements of SEBI ICDR Regulations 2018, as applicable to the preferential issue.

For Ashu Gupta & Co.

Company Secretaries

Ashu Gupta

(Prop.)

M. No. FCS 4123

CP No. 6646

UDIN: F004123D003100557