



AMIT GUPTA & ASSOCIATES
Practicing Company Secretaries

To,

The Board of Directors

Pakka Limited (Formerly known as Yash Pakka Limited)

312, Plaza Kalpana Society, 24/147, B-49, Birhana Road, Kanpur-208 001, Uttar Pradesh, India

Subject: Proposed Preferential Issue of up to 54,00,000 fully paid-up Equity Shares and up to 36,00,000 fully convertible warrants of Pakka Limited under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir / Madam,

In connection with the proposed issuance of up to 54,00,000 (Fifty-Four Lakhs) fully paid-up equity shares of Face Value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 272/- (Rupees Two Hundred Seventy-Two Only) each and 36,00,000 (Thirty-Six Lakhs) fully convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 272/- (Rupees Two Hundred Seventy Two Only) each payable in cash, on a preferential basis to the Proposed Allottees each to persons belonging to 'Non-Promoter' Category, in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, by way of preferential issue on a private placement basis (hereinafter 'proposed preferential issue') as approved by the Board of Directors of the Company in their meeting held on Monday, August 05, 2024, subject to approval of shareholders of the Company and stock exchanges where the shares of the Company are listed and any other regulatory authority, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, we hereby certify that the proposed preferential issue is being made in accordance with the provisions of ICDR Regulations, as applicable to the preferential issue.

For Amit Gupta & Associates

Company Secretaries

Amit Gupta

Practising Company Secretary

Membership No. : F5478

C.P. No. 4682

UDIN - F005478F000914199

Date: August 06, 2024

Place: Lucknow