



PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837Sector 28
Faridabad,121008
Phone no-9899563128
Mail id-Prachi.jain2805@gmail.com

COMPLIANCE CERTIFICATE
(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To
The Board of Directors
Eraaya Lifespaces Limited
CIN: L74899DL1967PLC004704
54 Janpath, New Delhi, Delhi, 110001

We, M/s. Prachi Bansal & Associates, (COP: 23670) have been appointed by Eraaya Lifespaces Limited (hereinafter referred to as 'Company'), having CIN: L74899DL1967PLC004704 and having its registered office 54 Janpath, New Delhi, Delhi, 110001 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws, rules and regulations, the Company has proposed issuance of the following securities on a preferential basis:

a. Preferential Issue for Consideration Other than Cash

The Company has proposed issuance of 28,60,412 (Twenty-Eight Lakh Sixty Thousand Four Hundred Twelve Only) equity shares of face value of Re. 1/- (Rupee One Only) each, fully paid-up, to Melanie Lane Partners Series Fund, LP, Melanie Lane Partners Series One and Watch Hill Capital LLC (collectively referred to as the "Proposed Allottees"), belonging to the Non-Promoter, Public Category, at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per equity share, including a premium of Rs. 31/- per equity share, being not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations. The proposed allotment is intended to be made for consideration other than cash, in lieu of their existing 2.42% equity interest in Ebix Inc. and certain other obligations.

b. Preferential Issue for Cash Consideration

Further, the Board of Directors at its meeting held on May 11, 2026 approved fund raising of an amount not exceeding Rs. 100 Crores, in one or more tranches, through issuance of warrants and/or equity shares on a preferential basis. Pursuant thereto, the Fund-Raising Committee at its meeting held on May 15, 2026 approved the list of proposed allottees comprising persons belonging to the Promoter/Promoter Group and Non-Promoter, Public Category, for issuance of up to 3,12,41,250 (Three Crore Twelve Lakh Forty-One Thousand Two Hundred Fifty Only) Fully Convertible Warrants ("Warrants"), each convertible into or exchangeable for one fully paid-up equity share of the Company having face value of Re. 1/- (Rupee One Only) each, in one or more tranches, at an issue price of Rs. 32/- (Rupees Thirty-Two Only) per warrant, aggregating up to Rs. 99,97,20,000/- (Rupees Ninety-Nine Crore Ninety-Seven Lakh Twenty Thousand Only), payable in cash.

The proposed preferential issue was approved by the Board of Directors of the Company at its meeting held on May 11, 2026 and subsequently by the Fund-Raising Committee at its meeting held on May 15, 2026.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:



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- i. Memorandum of Association and Articles of Association of the Company;
 - ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
 - iii. Resolutions passed at the meeting of the Board of Directors and Fund-Raising Committee ;
 - iv. List of Proposed Allottees;
 - v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was May 08, 2026;
 - vi. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottees, if any, in the Company are in dematerialised form.
 - vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
 - viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
 - ix. Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
 - x. Draft notice of Extra-Ordinary General Meeting (“EGM”), Explanatory Statement:
 - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.
 - c. to verify the lock-in period as required under Regulation 167 of the Regulations
 - d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
 - xi. Computation of the minimum price of the equity shares/ warrants to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations and valuation report has been worked out at Rs. 31.53/-.
 - xii. Verified the relevant statutory records of the company to confirm that:
 - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
 - b. it 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



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shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on my/our examination of such information/documents and explanation furnished to me/us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

You may please take this on record and oblige.

Thanking you,

Yours Truly

for Prachi Bansal & Associates
Company Secretaries



Prachi Bansal
M.No.: 43355 | CP: 23670
UDIN: A043355H000376303

Date: May 15, 2026
Place: Faridabad