

To,  
**Head – Listing**  
**Metropolitan Stock Exchange of India Limited (MSE)**  
Building A, Unit 205A, 2nd Floor,  
Piramal Agastya Corporate Park, L.B.S Road,  
Kurla West, Mumbai - 400 070

Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 1,00,00,000 Convertible Warrants on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015.**

We, VCSR & Associates, Practising Company Secretaries, have verified the relevant records and documents of Netlinx Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from 03.02.2025 till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
NOT APPLICABLE				

(\*) client id/ folio no in case allottee hold the securities in physical form.

2. None of the proposed allottees has sold any equity shares of the company during the six months period preceding the relevant date.

Or

None of the proposed allottees has sold any equity shares of the company during the six months period preceding the relevant date till the date of commencement of Lock-in. (Applicable only if the Lock-in of pre preferential shareholding does not commence on relevant date.)

3. None of the proposed allottees belonging to promoters or the promoter group has sold any equity shares during the six months preceding the relevant date till relevant date. Further no person belonging to promoters or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI(ICDR) Regulations (Applicable if allottees belong to promoters or promoter group)



4. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
5. None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

For VCSR & Associates  
Company Secretaries

  


(Ch. Veeranjanyulu)  
Partner

C.P.No.6392, M No.F6121  
UDIN: F006121F003901100  
PEER REVIEW:751/2020

Date: 08.02.2025

**Place: Hyderabad**