

KARM SAWHNEY & ASSOCIATES

Practicing Company Secretaries
(ICSI Peer Review Firm)

Corporate Law Advisors | Trade Mark Agent



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

April 29, 2026

To,
The Board of Directors
Diensten Tech Limited
3rd Floor, A-2, LSC, Masjid Moth,
Greater Kailash-II, New Delhi -110048, India

Subject : Compliance Certificate under Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the proposed preferential issue of up to 3,98,800 (Three Lakh Ninety-Eight Thousand Eight Hundred only) Fully Convertible Warrants of Diensten Tech Limited (“the Company”) for the purpose of placing before the shareholders and submission with NSE for in-principle approval under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir / Madam,

I, Karm Sawhney, Practicing Company Secretary, Proprietor of M/s Karm Sawhney & Associates (Company Secretaries) bearing the Certificate of Practice number - 24726 and Membership number-A64986 having office at 5E First Floor, Rani Jhansi Road, Jhandewalan Extn., New Delhi 110055, have been appointed by Diensten Tech Limited (the “**Company**”) to confirm and certify that the proposed preferential issue of up to 3,98,800 (Three Lakh Ninety-Eight Thousand Eight Hundred only) Fully Convertible Warrants, having option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 (Rupees Ten) each, to the Proposed Allottees, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the applicable provisions of the Companies Act, 2013 (the “**Act**”) and rules framed thereunder, subject to approval of the members of the Company by way of Special Resolution through Postal Ballot / remote e-voting, receipt of in-principle approval from National Stock Exchange of India Limited (“**NSE**”) and such other approvals as may be applicable from any other regulatory authority.

In connection with the proposed preferential issue of up to 3,98,800 (Three Lakh Ninety-Eight Thousand Eight Hundred only) Fully Convertible Warrants (“**Warrants**”), each carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of the Company of face value of Rs. 10/- each, to the persons/entities belonging to the “Promoter & Promoter Group” & “Public” category, at an issue price of Rs. 115/- (Rupees One Hundred and Fifteen Only) per Warrant, being not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 4,58,62,000/- (Rupees Four Crore Fifty Eight Lakh Sixty Two Thousand Only), as approved by the Board of Directors of the Company in their meeting held on Tuesday, April 28, 2026, subject to the approval of the shareholders of the Company, receipt of in-principle approval from National

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Stock Exchange of India Limited (“NSE”) and such other approvals as may be applicable from any other regulatory authority.

Managements' Responsibility

The compliance with the aforesaid and relevant SEBI ICDR Regulations and the Act for the Preferential Issue of warrants and preparation of the Postal Ballot Notice and Explanatory Statement, including its content is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or Stock Exchange.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed Preferential Issue of the warrants to the proposed allottees as mentioned above, is being made in accordance with the applicable requirements of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

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 SEBI ICDR Regulations, I 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:

1. Certified true copy of the Board Resolution passed on April 28, 2026;
2. Draft Postal Ballot Notice and Explanatory Statement;
3. Shareholding pattern as on the cut-off date;
4. Pre and post issue shareholding working on fully diluted basis;
5. NSE price-volume data and VWAP working for 90 trading days and 10 trading days preceding the relevant date;
6. Working for determining whether the equity shares of the Company are frequently traded under Regulation 164(5) of the SEBI ICDR Regulations
7. Undertakings/confirmations from the Company and proposed allottees;
8. the Memorandum and Articles of Association of the Company;
9. Management Representation Letter and other records/information produced before us.

Conclusion

Based on our examination of the documents, records, information, explanations and written representations provided to us by the management of the Company, we hereby certify that the proposed preferential issue of Warrants, as set out in the Postal Ballot Notice, is being made in accordance with the applicable

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requirements of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the purpose of placing before the shareholders of the Company, hosting on the website of the Company and submission to the National Stock Exchange of India Limited in connection with the application for in-principle approval of the proposed preferential issue and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

**For Karm Sawhney & Associates
(Practicing Company Secretaries)**

FRN: **[S2023DE934900]**




**CS Karm Sawhney
(Practicing Company Secretary)
Peer Review Certificate No. 5616/2024
Membership No.: A64986
C.P. No. 24726
UDIN: A064986H000237180**

**Place: New Delhi, Delhi
Date: 29-04-2026**