



**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**

**Vilin Bio Med Limited**

H. No. 8-2-269/S/43, Plot No. 43

Sagar Co-operative Housing Society

Banjara Hills, Road No. 2

Hyderabad – 500034

I, Kashinath Sahu, Practising Company Secretary have been engaged by Vilin Bio Med Limited (hereinafter referred to as "the Company"), having CIN: L24230TG2005PLC046689 and having its Registered Office at H. No. 8-2-269/S/43, Plot No. 43, Sagar Co-operative Housing Society, 2nd Floor, Banjara Hills, Road No. 2, Khairatabad, Hyderabad – 500034 at to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter-V of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed to issue up to 13,00,000 (Thirteen Lakhs) Equity having Face Value of Rs.10/- (Rupees Ten) each, at Premium of Rs.16/- (Rupees Sixteen) each, Fully Paid-up on Preferential Basis at Issue Price of Rs.26/- (Rupees Twenty-Six) Per Share, ("Proposed Preferential Issue"). The proposed Preferential Issue was approved at the Meeting of Board of Directors of the Company held on January 10, 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, 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:

- 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 dated January 10, 2026
- iv. List of Proposed Allottees – Annexed as Annexure-A;
- v. The Relevant Date in accordance with Regulation 161 of the Regulations. The Relevant Date for the purpose of said Minimum Issue Price was January 10, 2026.
- vi. The Statutory Registers of the Company and List of Shareholders issued by RTA:



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vii.

- a. To note that the Equity Shares are fully Paid-up.
- b. All the Shares held by the proposed Allottees in the Company are in Dematerialized Form ***(Not applicable as the proposed Allottees do not have any Pre-Preferential holdings in the Company); The Allotment of Equity Shares will be done in Dematerialized Form only.***

viii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by the proposed Allottees during the 90 Trading Days preceding the Relevant Date ***(Not applicable as the proposed Allottees do not have any Pre-Preferential holding in the Company);***

ix. 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 ***(Not applicable as the proposed Allottees do not have any Pre-Preferential holding in the Company);***

x. Permanent Account Numbers of the proposed Allottees – As mentioned as Annexure – A.

xi. Draft Notice of the General Meeting, Explanatory Statement and Shareholders Agreement (if any):

- a. to verify the disclosure in the Explanatory Statement as required under the Companies Act, 2013; Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the ICDR Regulations, as amended.
- 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. ***(Not applicable as the Company has not issued any Convertible Securities)***
- 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 the Regulation 169 of the Regulations.

xii. Computation of the Minimum Price of the Shares to be allotted in the 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 has been worked out at Rs.23.51/- (Rupees Twenty-Three and Fifty One Paise) Per Share;

xiii. The Pricing Methodology adopted for the proposed Preferential Issue is derived on the Market Value Method (Market Approach), based on the Valuation Report from the Registered Valuer.



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- xiv. The Company's Shares are listed on the National Stock Exchange of India Limited. The Highest Trading Volume has been recorded on April 2, 2025 preceding the 90 Trading Days to the Relevant Date.
- xv. Board / Shareholders' Resolution and Statutory Registers to verify that the Promoter(s) or the Promoter Group has not failed to exercise any Warrants of the Company which were previously subscribed by them; *(Not applicable as the Company has not issued any Warrants)*
- xvi. Valuation Report of Independent Registered Valuer for the pricing of Infrequently Traded Shares *(Not applicable as the Shares of the Company are frequently traded)*;
- xvii. Valuation Report of the Assets done by the Independent Registered Valuer for issuance of the Securities for consideration other than Cash and its submission to the Stock Exchanges where the Equity Shares of the Company are listed; *(Not applicable)*
- xviii. Valuation Report of the Equity Shares dated January 10, 2026 issued by Mr. AN Gawade, Chartered Accountant, Independent Registered Valuer for issuance of the Securities for the Consideration in Cash;
- xix. 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 who 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 the Equity Shares as specified in the Listing Agreement with the stock exchange where the Equity 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 preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining Internal Controls relevant to the preparation of Notice and Explanatory Statement, determination of Relevant Date and Minimum Price of Equity Shares and making estimates that are reasonable in the circumstances.

**Assumptions & Limitations 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 the relevant documents and information. This is neither an Audit nor an expression of opinion.



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3. We are not expressing any opinion on the Price computed / calculated and/or the Price at which the Equity 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 examination of such information / documents and explanation furnished to me by the Management and Employees of the Company and to the best of my knowledge and belief, I hereby certify that the proposed Preferential Issue of Equity Shares is being made in accordance with the requirements of the Regulations.

**For Kashinath Sahu & Co**  
**Practicing Company Secretaries**

**CS Kashinath Sahu**  
**Membership No.: F4790**  
**Certificate of Practice No.: 4807**  
**UDIN: F004790G003929265**  
**Peer Review No.: 2957/2023**

**Date: January 16, 2026**

**Place: Hyderabad**

**Annexure – A**

**List of the proposed Allottees for the Preferential Issue:**

<b>Sl No</b>	<b>Name of the Allottees</b>	<b>Category of the Allottees</b>	<b>PAN of the Allottees</b>	<b>Number of Equity Shares to be Allotted</b>
1	AMN Ventures LLP	Non-Promoter	ABRFA7071K	6,30,000
2	Enspire Institute of Professional Studies LLP	Non-Promoter	AAIFE5131E	6,70,000
	<b>Total</b>			<b>13,00,000</b>