MILIND GUJAR M.Com, FCS
& ASSOCIATES
PRACTICING COMPANY SECRETARIES

- **Office :** No.1 2nd Floor, Matrudarshan appt. opp. Vasant Market,above Laxmi Timber & Ply Canada Corner,Nashik -422 005 Ph.No. 0253 2318260
- **Res :** Flat No. 4, Nayantara Apartments Near Trikoni garden Kathenager,Dwarka Nashik - 422 011Ph. No. 0253-2596521
- **E-mail :** csmilindgujar@gmail.com milindgujar68@gmail.com
- **Mobile :** 94222 58260/85509 39614

COMPLIANCE CERTIFICATE

To,
The Members
ESDS Software Solution Limited
Plot No. B- 24 & 25, NICE Area, MIDC,
Satpur, Nashik – 422 007, Maharashtra, India

We, M/s. Milind Gujar & Associates, Company Secretaries in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on 12th August, 2025, by the Board of Directors of ESDS Software Solution Limited (hereinafter referred to as 'the Company'), having CIN: U72200MH2005PLC155433 and it's registered office at Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur, Nasik 422007. This certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented;

i) **ESDS Employees Stock Ownership Plan – 2021** in accordance with the Regulations and the Special Resolutions of the Company approved on August 09, 2021, August 27, 2021 and January 25, 2025 in General Meetings / through Postal Ballot (hereinafter referred to as '**Shareholders' Resolutions**').

ii) **ESDS Employee Stock Option Plan 2024** in accordance with the Regulations and the Special Resolutions of the Company approved on January 25, 2025 in General Meetings / through Postal Ballot (hereinafter referred to as '**Shareholders' Resolutions**').

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For the purpose of verifying compliance of the Regulations, we have examined the following;

1. Scheme(s) received from/ furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors for approval of the Scheme(s);
4. Shareholders' Resolutions passed in General Meetings / through Postal Ballot;
5. Minutes of the meetings of the Nomination and Remuneration Committee;
6. Disclosure by the Board of Directors;
7. Relevant Accounting Standards prescribed by the Central Government;
8. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder as applicable;
9. Other relevant secretarial documents / filings / records / information as sought and made available by the Company.
10. Trust Deed for ESDS Employees Stock Ownership Plan – 2021
11. Details of trades in the securities of the company executed by the trust through which the scheme is implemented;
12. Bank Statements to wards Application money received under the scheme(s);
13. Valuation Report;
14. Exercise Price / Pricing formula;
15. Red Herring Prospectus & Prospectus filed by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we certify that the Company has implemented the Scheme(s) in accordance with the applicable provisions of the Regulations and the Shareholders' Resolutions passed by the members of the Company.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give a certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For **Milind Gujar & Associates**
Company Secretaries

MILIND JANAK GUJAR
Digitally signed by MILIND JANAK GUJAR
Date: 2026.10.30 15:47:18 +05'30'

Milind J Gujar
Membership No.: FCS-9937
Certificate of Practice No.: 12295
Peer Review Certificate No.2982/2023
UDIN: F009937H002086913

Place: Nashik
Date: 30.10.2026