Address: 702, Surya Jangid Complex C.H.S. Ltd., Near Silver Park, Mira Road, East, Thane, Maharashtra 401107 Email: csindelin@yahoo.com |Contact no.: +91 9820625497

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date:

To,

The Board of Directors
Arjun Jewellers Limited,
Office No. 401, 4th Floor, Pride Capital, Jalaram 1,
Street No. 2, University Road, Rajkot Sau Uni
Area, Rajkot, Gujarat, 360005, India.
(the "Company")

Saffron Capital Advisors Private Limited

605,Sixth Floor,Centre Point, J B Nagar, Andheri East, Mumbai, Maharasthra-400059, India

(Saffron Capital Advisors Private Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Arjun Jewellers Limited (the "Company" and such issue, the "Issue")

I, Arun Dash, hereby give my consent to my name being included as an independent Director in the Draft Red Herring Prospectus ("DRHP") to be filed by the Company with the Securities and Exchange Board of India, ("SEBI"), and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges"), the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Ahmedabad at Gujarat ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Issue. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

I confirm that the information in this letter is true, fair, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed the ("Stock Exchanges"). In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/Issue Closing Date.

This certificate is for information and for inclusion (in part or full) in the DRHP, the RHP and the Prospectus to be filed in relation to the Issue (collectively, the "Offer Documents") or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Manager and the legal counsel in relation to the Issue. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law.

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Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

Name: Arun Dash

Designation: Independent Director

Date:

Cc:

Legal Counsel to the Issue

Desai & Diwanji

Forbes Building, 4th Floor, Charanjit Rai Marg, Fort, Mumbai- 400001, Maharashtra, India

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CERTIFICATE FROM THE INDEPENDENT DIRECTOR

To,

The Board of Directors
Arjun Jewellers Limited,
Office No. 401, 4th Floor, Pride Capital, Jalaram 1,
Street No. 2, University Road, Rajkot Sau Uni
Area, Rajkot, Gujarat, 360005, India.
(the "Company")

Saffron Capital Advisors Private Limited

605, Sixth Floor, Centre Point, J B Nagar, Andheri East, Mumbai, Maharasthra-400059, India

(Saffton Capital Advisors Private Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Arjun Jewellers Limited (the "Company" and such issue, the "Issue")

- 1. I, Arun Dash, am an Independent Director in the Company.
- I am eligible to be and am validly appointed as director under applicable laws and am not otherwise disqualified on the date of this certificate for acting as a director of a public limited company under the provisions of the Companies Act, 2013 (including the provisions of Section 164(2) of the Companies Act, 2013) and the rules and regulations made thereunder, each as amended.
- 3. I certify the information in respect of me, attached as **Annexure I**.
- 4. I confirm that other than as mentioned in the Form MBP-1 dated 21.07.25 issued by me, I do not hold a directorship in any other company / partnerships, proprietorships or position as trustees in any other concern / firm / venture in India or overseas.
- 5. I confirm that the Director Identification Number ("DIN") allotted to me is 09657537 and is active, and I do not hold multiple DIN and have not held more than one DIN in the past. I have completed KYC requirements and made filings in respect of myself in form DIR-3-KYC with the relevant Registrar of Companies.
- 6. My permanent account number ("PAN") is AHZPD5788J.
- 7. I confirm that, I am not and have not in the past been a director of any company which has, while I was a director of such company, been suspended, during my tenure, from being traded on any of the stock exchanges in India in the five years preceding the date of filing of the Draft Red Herring Prospectus ("DRHP") of the Company with the Securities and Exchange Board of India ("SEBI").

For the purpose of this undertaking, the term "suspended company" shall mean a listed company whose shares are suspended from trading by the relevant stock exchange on account of non-compliance with listing requirements.

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SR. NO.	PARTICULARS	DETAILS
1.	Name of the company	NIL
2.	Name of the stock exchange(s) on which the company was listed	
3.	Date of suspension on stock exchanges	
4.	If trading suspended for more than three months, reason for suspension and period of suspension	
5.	If the suspension of trading was revoked, the date of revocation of suspension	
6.	Term of directorship (along with relevant dates) in the above company	

8. Except as stated below, I am not and have not been a director of any company whose securities have been delisted from any stock exchange in India while I was director of such company.

SR. NO.	PARTICULARS	DETAILS
1.	Name of the company	NIL
2.	Name of the stock exchange(s) on which the company was listed	
3.	Date of delisting on stock exchanges	
4.	Whether delisting was compulsory or voluntary	
5.	Reasons for delisting	
6.	Whether the company has been relisted	
7.	Date of relisting on [give name of stock exchange]	
8.	Term of directorship (along with relevant dates) in the above	
	company	

- 9. I am not a whole-time director or promoter of any company that has been delisted under Chapter V of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended or the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.
- 10. I do not hold any Equity Shares of the Company, employee stocks options pursuant to any ESOP scheme of the Company, or any warrants or other convertible instruments in the Company or its subsidiaries as of the date of this certificate.
- 11. I confirm that there is no conflict of interest between the suppliers of raw materials and third-party service providers (including those crucial for operations of the Company) and me.
- 12. I confirm that there is no conflict of interest between the lessor of any immovable properties of the Company (including those crucial for operations of the Company) and me.
- 13. I do not hold any equity shares in any subsidiary or Associate of the Company as of the date of this certificate.
- 14. I confirm that there are no other factors existing as on date of this certificate that would affect my independence in my capacity as a director of the Company, including my ability to exercise an unbiased and independent judgment in relation to the matters affecting the Company. I undertake that I shall abide by the provisions of the 'Code for Independent Directors' as provided in Schedule IV of the Companies Act, 2013, as amended.
- 15. None of my relatives or entities in which I am associated as promoter, director, partner, proprietor or trustee, hold any Equity Shares, warrants, employee stock options or other convertible instruments in the Company as of the date of this certificate.

- 16. Neither I nor my relatives, have purchased or sold any securities of the Company or its subsidiary, during the six months immediately preceding the filing of the DRHP.
- 17. I confirm that, there are no financing arrangements whereby I or any of my relatives have financed the purchase by any other person, of any securities of the Company, other than in the normal course of the business of the financing entity, during the period of six months immediately preceding the date of filing the DRHP.
- 18. I am not interested in the appointment of any person(s) acting as underwriters, registrars, or bankers to the Issue or any such intermediary appointed in connection with the Issue.
- 19. I am not interested in the promotion or formation of the Company or its subsidiaries.
- 20. Further, neither I, nor any company or firm in which I am interested as a member, have been paid any consideration in cash or shares or otherwise or agreed to be paid by any person either to induce me to become, or to help me qualify as a director, or otherwise for services rendered by me or by the company or firm in which I am interested, for the promotion or formation of the Company.
 - Further, neither I nor any of my relatives are interested, directly or indirectly, in any property acquired or proposed to be acquired of the Company or by the Company or its business.
- 21. I am not related to and do not have any relationship with any of the entities from whom the Company has acquired land in the last five years or from whom the Company proposes to acquire land.
- 22. I am not a director of more than twenty companies, nor am I a director of more than ten public companies, (including private companies that are either holding or subsidiary company of a public company). I am not a member in more than ten committees or act as chairman of more than five committees across all listed entities in which I am a director, in terms of Regulation 26(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").
- 23. I do not serve as a director in more than seven listed entities. Further, I do not serve as an independent director on the board of more than seven listed companies and am not a Managing Director/Whole-time director of any listed entity.
- 24. I have no interest in the Company:
 - Except Remuneration, reimbursement expenses and sitting fees, as are applicable to me;
- 25. There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was appointed as a director of the Company.
- 26. I have not entered into any service contracts or arrangement with the Company providing for benefits upon termination of employment.
- 27. I have not entered into any agreement, either on my own or on behalf of any other person, with any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
- 28. I am not a party to any bonus or profit-sharing plan of the Company or its subsidiaries/associates and have not in the last financial year received any compensation (including contingent or deferred compensation accrued for the year) from any bonus or profit sharing plan of the Company or its subsidiaries/associates.

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- 29. I am not directly or indirectly interested in any transaction in acquisition of land, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.
- 30. There are no other companies, firms, trusts or other ventures in which I am involved or interested as a promoter, director, member, partner, proprietor and/or trustee that are in the same line of activity or business as the Company.
- 31. I confirm that I am not a promoter or a director of a listed company where the depositories have frozen the entire shareholding of the promoter and promoter group due to non-compliance with minimum public shareholding requirements as specified in rules 19(2) and 19A of the Securities Contract Regulation Rules, 1957 in the manner as specified by SEBI from time to time.
- 32. Neither I nor any of my relatives are a beneficiary of or interested in any outstanding loan or advance given by the Company to any person or company, nor have we granted any loan or advance to the Company.
- 33. I am not related to any other director or key managerial personnel of the Company.
- 34. I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares.
- 35. There are no circumstances which have arisen since the date of the last financial statements as disclosed in the Offer Documents which materially and adversely affects or is likely to affect within the next twelve months: the trading or profitability of the Company; or the value of the Company's assets; or the ability of the Company to pay its liabilities.
- 36. Litigation and other confirmations:

I am not associated with the securities market in any manner.

Further, there is no outstanding action initiated by SEBI in the past five years against me or the entities with which I am associated (as promoter, director, partner or proprietor), except as described below:

Name of the entity	NIL
SEBI Registration No.	
Category of registration	
Date of expiry of registration	
If registration has expired, reasons for non-renewal	
Details of any enquiry/investigation conducted by the SEBI at any time	
(including but not limited to any deficiency/warning letter, adjudication	
proceedings, suspension/ cancellation/ prohibitory orders)	
Penalty imposed by the SEBI, if any	
Outstanding fees payable to the SEBI, if any	

- 37. No findings or inspections have been provided or carried out on us by SEBI or any other regulatory authority which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision of potential investor
- 38. I hereby declare, confirm, clarify and undertake that no notice has been issued or no action or litigation has been initiated against me in any capacity.
- 39. I further confirm as below:

- (a) I am not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court and no penalty has been imposed at any time by any of the capital market regulators (including SEBI) in India or abroad;
- (b) I am not debarred from accessing the capital market by SEBI and I am not a promoter or director of any other company which is debarred from accessing the capital market by the SEBI;
- (c) I am not a director or promoter of any company which [is / was] exclusively listed on the dissemination board established by the SEBI. [Such exclusively listed company[ies] has / have provided exit option to its public shareholders, within the prescribed timelines, in terms of the circulars dated October 10, 2016 and August 1, 2017 issued by the SEBI from to time, in relation to exclusively listed companies of de-recognized/non-operational/exited stock exchanges;
- (d) there have been no queries/ correspondences/ communications have been received from any of the regulators including SEBI, Stock Exchanges (including regional stock exchanges).
- (e) I am currently not and have not in the past been held to be in violation of any securities laws, in India or abroad;
- (f) I have neither been, nor currently am, on the board of directors of any company that was, or has been directed by any Registrar of Companies to be struck off from the rolls of such Registrar of Companies under Section 248 of the Companies Act. Further, I have not been identified as a director who has been disqualified to act as a director in terms of Section 164(2)(a) of the Companies Act ("Disqualified Director") and neither am I a proclaimed offender under Section 82 of the Code of Criminal Procedure, 1973, as amended ("Proclaimed Offender"), and my name does not feature in the lists of Disqualified Directors or the lists of Proclaimed Offenders released by various Registrars of Companies and the Ministry of Corporate Affairs ("MCA") and currently disclosed on the website of the MCA;
- (g) Neither am I subject to any penalties or disciplinary action or investigation by the SEBI or the stock exchanges, nor has any regulatory or legal authority (including the Stock Exchanges) found any probable cause for enquiry, investigation or, examination, adjudication, prosecution or other regulatory against me pursuant to which observations on draft red herring prospectus filed by us with SEBI may be kept in abeyance as per SEBI (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020;
- 40. Further, I confirm that, I neither currently nor in the past have been a director, or promoter of any company which has been identified as a shell company by the MCA, pursuant to its circular dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and no action whatsoever has been initiated by any regulatory authority in this regard.
- 41. Further, I shall not offer any incentive, direct or indirect, whether in cash or kind or services or otherwise to any person for making an application for Equity Shares in the Issue.
- 42. I will not participate in the Issue and will not make any application for Equity Shares in the Issue.
- 43. I have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 44. I have not been identified as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. I am neither on the board nor associated in any manner with any company, which has been identified as the vanishing company.
- 45. I have not been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Frauds Classification and Reporting by

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commercial banks and select FIs' dated July 1, 2016, as updated, issued by the Reserve Bank of India or the SEBI ICDR Regulations.

- 46. The details of all litigation (including notices, regulatory actions, criminal, civil, taxation and other proceedings, and arbitration matters) involving me are set out under **Annexure II** hereto.
- 47. Except as stated in **Annexure III**, there are/is no:
 - (a) pending criminal proceedings involving (by or against) me;
 - (b) pending actions taken by statutory or regulatory authorities against me;
 - (c) pending claims involving taxation matters (both direct and indirect tax cases) against me;
 - (d) other pending litigation involving (by or against) me which are material in accordance with the materiality policy for disclosure of litigation proceedings in the Offer documents approved by the board of directors of Arjun Jewellers Limited pursuant to its resolution dated September 3, 2025.

I confirm that no results appearing in the lists maintained by CIBIL and watchout investors, as annexed in **Annexure IV** hereto, pertain to me.

The details of transactions, date of acquisition, price of acquisition and mode of acquisition for the equity shares of the Company acquired through secondary transactions entered into by me, is set forth in **Annexure V**.

Additional confirmation from Independent Director

I, Arun Dash, Non-Executive and Independent Director of Arjun Jewellers Limited (the "Company"), hereby certify, undertake and confirm that I am an "Independent Director" of the Company in terms of the definition of that term contained in Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (as amended till the date of this certificate), and also in terms of the definition of that term under Section 149(6) of the Companies Act, 2013.

Without the prejudice to the generality of the first paragraph, I hereby certify, undertake and confirm each of the following:

- (a) Apart from receiving Director's sitting fee I do not have or had any material pecuniary relationships other than remuneration as such director or having transaction not exceeding ten per cent of my total income or such amount as may be prescribed with the Company, its holding, subsidiary(ies) or associate companies, or their promoters or directors during the two immediately preceding financial years or during the current financial year;
- (b) I was not and I am currently not a promoter of the Company or its holding, subsidiary(ies) or associate companies or a member of the promoter group of the Company;
- I am not related to any of the promoters or directors of the Company, its holding, subsidiary(ies) or associate companies;
- (d) In the opinion of the board of directors of the Company, I am a person of integrity and I possess relevant expertise and experience;
- (e) None of my relatives is indebted to the Company, its holding, subsidiary(ies) or associate companies, or their promoters or directors for an amount exceeding Rs. 50,00,000 at any time during the two immediately preceding financial years or during the current financial year;
- (f) I possess the required prescribed qualifications, and as such possess the appropriate skills, experience and knowledge in one or more of the fields of finance, law, management, sales, marketing,

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administration, research, corporate governance, technical operations or other disciplines related to the Company's business;

- (g) None of my relatives hold any security of or interest in the Company, its holding, subsidiary(ies) or associate companies during the two immediately preceding financial years or during the current financial year exceeding Rs. 50,00,000 or two per cent of the paid-up capital of the Company, its holding, subsidiary(ies) or associate companies;
- (h) None of my relatives has given a guarantee or provided any security in connection with the indebtedness of any third person to the Company, or its holding, subsidiary(ies) or associate companies or their promoters or directors of such holding companies for an amount exceeding Rs. 50,00,000 at any time during the two immediately preceding financial years or during the current financial year;
- (i) Neither I nor any of my relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary(ies) or associate companies, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in (d), (e) or (f);
- (j) Neither I, nor any of my relatives hold or has held the position of a Key Managerial Personnel or is or has been an employee of the Company or its holding, subsidiary(ies) or associate companies in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- (k) Neither I nor any of my relatives have been or are an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of:
 - a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary(ies) or associate companies; or
 - (ii) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary(ies) or associate company amounting to ten per cent or more of the gross turnover of such firm
- (1) Neither I nor any of my relatives hold together with his relatives two per cent or more of the total voting power of the Company;
- (m) Neither I nor any of my relatives is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary(ies) or associate companies or that holds two per cent or more of the total voting power of the Company;
- (n) Neither I, nor any of my relatives are material suppliers, service providers or customers or a lessor or lessee of the Company.
- (o) I am above 49 years of age.
- (p) I am not a non-independent director of another company on the board of which any non-independent director of the Company is an independent director.
- (q) I have not received and currently do not hold any employee stock options of the Company.
- (r) I am not a nominee director on the board of the Company.
- (s) My name is included in the data bank of independent directors, established pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended

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(t) I have passed the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

I confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed the ("Stock Exchanges"). In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

This certificate is for information and for inclusion (in part or full) in the draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Issue (together, the "Offer Documents"), and may be relied upon by the legal advisor and the BRLM appointed in relation to the Issue. I hereby consent to the submission of this certificate as may be necessary to SEBI, the RoC, the Stock Exchanges, any other regulatory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Jun run &

Name: Arun Dash

Designation: Independent Director

Date: 24th September, 2025

Enclosed:

Sincerely

Annexure I: Director profile

Annexure II: MIS of litigation involving Arun Dash

Annexure III: Details of material litigation involving Arun Dash

Annexure IV: Results appearing in the lists maintained by Cibil and Watchout Investors

Cc:

Legal Counsel to the Issue

Desai & Diwanji

Forbes Building, 4th Floor, Charanjit Rai Marg, Fort, Mumbai- 400 001, Maharashtra, India

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ANNEXURE I

S. No.	Name, designation, address, occupation, date of birth, nationality, period and term and DIN	Age (years)	Directorships in other companies
1.	Arun Dash	Age: 49 years	Indian Companies: 1. Accretion Nutraveda Limited
	Designation: Independent Director		Foreign Companies:
	Date of birth: June 12, 1976		Nil
	Nationality: Indian Address: 702, Surya Jangid Complex CHS		
	Ltd, Jangid Complex, Near Silver Park, – 401107, Mira Road, East, Thane, Maharashtra.		
	Occupation: Professional		
	<i>Current term</i> : For a period of 5 (five) years with effect from August 11, 2025		
	Period of Directorship: Since August 11, 2025		
	DIN: 09657537		

Brief Profile of Director:

I am an Independent Director of our Company. I have been associated with our Company since August 11, 2025. I have completed bachelor's degree in commerce from Utkal University. I am a fellow member of Institute of Company Secretaries of India. Previously, I was associated as Assistant Company Secretary with Reliance Capital Limited. I was also associated as Independent Director in Accretion Nutraveda Limited, Company Secretary with Shirt Company (India) Private Limited. I am a partner in Dash Dwivedi & Associates LLP and also associated with my own firm Arun Dash & Associates. I have over 18 years of experience.

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ANNEXURE II

NA

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ANNEXURE III

NA

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Annexure IV







