

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members
Vinsys IT Services India Limited
S. No. 28/11- 12, Shivaji Niketan, C.T.S. No. 458A,
Tejas Housing Society, Near Mantri Park, Behind Kothrud Bus Stand,
Kothrud, Pune-411038, Maharashtra, India.

We, SCS and Co. LLP, Company Secretaries, have been appointed as the Secretarial Auditor of Vinsys IT Services India Limited (hereinafter referred to as 'the Company'), having CIN L72200PN2008PLC131274 and having its registered office at S. No. 28/11- 12, Shivaji Niketan, C.T.S. No. 458A, Tejas Housing Society, Near Mantri Park, Behind Kothrud Bus Stand, Kothrud, Pune-411038, Maharashtra, India. This certificate is issued under 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, 2025.

Management's 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 **Employee Stock Option Scheme-2025** viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution passed by the members in their Extra Ordinary General Meeting dated February 03, 2025.

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

1. Schemes received from/ furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders Resolution passed at the General meeting;
5. Shareholders Resolution passed at the General meeting w.r.t. approval for implementing the scheme through a trust - Not Applicable;
6. Shareholders Resolution passed at the General meeting w.r.t. variation in scheme;
7. Detailed terms and conditions of the schemes as approved by Nomination and Remuneration Committee;
8. Minutes of the meetings of Nomination & Remuneration Committee, which is authorized to administer the scheme;
9. Trust Deed - Not Applicable;
10. Details of trades in securities of the Company executed by the trust through which the schemes are implemented - Not Applicable;
11. Bank Statements towards Application money received under the Scheme - Not applicable (Options are yet to get Exercised)
12. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder, as applicable;
13. Other relevant documents/ filings/ records/ information as sought and made available to us for issuing this Certificate.

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 **"Employee Stock Option Scheme-2025"** in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company passed through Extra Ordinary General Meeting.



SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091

Firm Registration Number: - L2020GJ008700, Peer Review No. 5333/2023

Regd. Office:- B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road, Thaltej, Ahmedabad, 380054

T: 079-40051702, Email:-scsandcollp@gmail.com Website: www.scsandcollp.com

SCS and Co. LLP

Company Secretaries

Assumption & Limitation of Scope and Review:

- Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
- Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
- 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.
- 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, SCS and Co. LLP

Company Secretaries

Firm Registration Number: - L2020GJ008700

Peer Review Number: - 5333/2023



Anjali Sangtani

Partner

M. No.: A41942, COP: - 23630

UDIN: A041942G001171631

Date: September 04, 2025

Place: Ahmedabad

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