DILIP SWARNKAR & ASSOCIATES
COMPANY SECRETARIES
Mob: + 91 8356877790, 8689902140
Email: csdilipsonioffice@gmail.com

The Peer Review Certificate no. 6268/2024

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY KOURA FINE DIAMOND JEWELRY LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

To,
Koura Fine Diamond Jewelry Limited
G/F-02, Sigma Icon-2, Opposite Medilink Hospital, 132ft Ring Road,
Shyamal Square, Satellite, Jodhpur Char Rasta, Ahmedabad,
Gujarat, India, 380015

Dear Sir/ Madam,

1. This certificate is issued in accordance with the terms of our engagement with **Koura Fine Diamond Jewelry Limited** (hereinafter 'the Company').

2. In connection with the proposed issuance of "Convertible Warrants" by way of Preferential Issue (hereinafter 'Proposed Preferential Issue') of the Company to Proposed Allottees, the Company is required to take a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

Managements Responsibility:

3. The compliance with Chapter V of the ICDR Regulations for the Preferential Issue of "Convertible Warrants" is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This accountability includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/ presentation of the Notice and applying an appropriate basis of preparation; and making estimations that are reasonable in the circumstances.

4. The Management is also responsible for providing all relevant information to the SEBI, and/ or Stock Exchange(s).

5. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

   a. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

   b. Determine the minimum price of the equity shares in accordance with the ICDR Regulations.

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c. Compliance with the all-other requirements of the ICDR Regulations.

Certifier's Responsibilities

6. Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed Preferential Issue is in accordance with the requirements of the ICDR Regulations as applicable to the Preferential issue.

7. We conducted our examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.

8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

   Accordingly, we have performed the following procedures in relation to the engagement:

   a. With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:

      i. Noted the Relevant Date in terms of Regulation 161 of ICDR Regulations, 2018 for determining the price of Equity Shares to be issued on conversion of warrants with reference to the proposed Preferential issue is Friday, July 31, 2026, being the date 30 days prior to Monday, August 31, 2026 (i.e., the date on which the Extra-ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

      ii. Verified that the Company has obtained requisite undertaking and/ or DP Transaction Statement from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company during 90 trading days preceding the Relevant Date;

      iii. Verified from the undertaking and DP statement obtained by the Company from Proposed Allottees, the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form;

      iv. Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottees; and

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b. Read the Notice of Extra-Ordinary General Meeting ("EGM Notice") and verified that Special Resolution for Proposed Preferential Issue of Convertible Warrants of the Company is included in the same and the requisite disclosures in the EGM Notice have been made in accordance with Regulation 163 (1) of the ICDR Regulations and other applicable laws and Regulations;

c. Read the certified copy of the resolution passed by the Board of Directors and Outcome of the Board meeting held on the Thursday, August 06, 2026 produced before us by the management containing the list of the Proposed Allottees;

d. Conducted relevant management inquiries and obtained necessary representations.

Conclusion

9. Based on our inspection as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

Restrictions on Distribution or Use

10. Our work was done only to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company only with the purpose of placing before shareholders of the Company and on the website of the Company so as to provide them requisite information for approving the proposed preferential issue of equity shares and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

FOR DILIP SWARNKAR & ASSOCIATES

DILIP SWARNKAR & ASSOCIATES
COMPANY SECRETARY

CS DILIP KUMAR SWARNKAR
PROPRIETOR
MEMBERSHIP NO.: A-47600
CP NO. - 26253
PLACE: MUMBAI

DATE: 06.08.2026
UDIN: A047600H001037811