Satyajit Mishra & Co.
Company Secretaries

CERTIFICATE ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY CREATIVE NEWTECH LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2018.

To
The Board of Directors
CREATIVE NEWTECH LIMITED
3rd & 4th Floor, Plot No 137AB,
Kandivali Co Op Industrial Estate Limited,
Charkop, Kandivali West, Mumbai,
Maharashtra, India, 400067.

Dear Sir/Madam,

I, Satyajit Mishra, Proprietor of M/s. Satyajit Mishra & Co., Practicing Company Secretary and Secretarial Auditor, have been appointed by the **Creative Newtech Limited** having its Registered Office at 3rd & 4th Floor, Plot No 137AB, Kandivali Co Op Industrial Estate Limited, Charkop, Kandivali West, Mumbai, Maharashtra, India, 400067 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed issuance of upto 2,25,000 equity shares by way of preferential issue (hereinafter 'Proposed Preferential Issue') of the Company for consideration other than cash (i.e., swap of shares as approved by the Board of Directors in their meeting held on November 04, 2026, to below mentioned Allottee(s) {hereinafter 'Proposed Allottee(s)'}, the Company is required to obtain 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"**).

LIST OF PROPOSED ALLOTTEE / EQUITY SHARE HOLDERS

Sr. No.	Name of Proposed Allottee(s) (A)	No. of shares of the Company proposed to be allotted
1	Onyx Saas Private Limited	Up to 2,25,000

MANAGEMENT'S RESPONSIBILITY

The compliance with Chapter V of the ICDR Regulations for the preferential issue of shares is the responsibility of the management of the Company. The Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility 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 estimates that are reasonable in the circumstances.

The Management is also responsible for providing all relevant information to the SEBI, and/or BSE and NSE.

SATYAJIT MISHRA & CO. FCS 5759 CP-4997 Mumbai. Company Secretaries

Unit 404, Kamlacharan Commercial Premises Co-op Soc. Ltd., Jawahar Nagar Phatak,
Above SRV Hospital, Goregaon (West), Mumbai 400 104
Contact No: +91 9820264847 Email: cs.smishra@gmail.com Website: www.cssatyajitmishra.com

The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI (ICDR) Regulations, 2018:

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 Regulation 165 of the SEBI (ICDR) Regulations, 2018.

c. Compliance with the all other requirements of the SEBI (ICDR) Regulations, 2018.

CERTIFIER'S RESPONSIBILITY

Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of chapter V of the SEBI (ICDR) Regulations, 2018, 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 SEBI (ICDR) Regulations, 2018 as applicable to the preferential issue.

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.

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:

i. With respect to conditions specified in Regulation 159 & 160 of the SEBI (ICDR) Regulations, 2018, we have performed the following procedures to confirm the compliance with required conditions:

   a) Noted the relevant date October 29, 2026 being the date thirty days prior to the date on which the resolution shall be deemed to be passed, i.e. the November 28, 2026 which is the last date specified in the Notice for voting;

   b) Verified that the Company has obtained requisite consent/undertaking from the Proposed Allottees / obtained certificate from RTA to ensure that proposed allottee(s) have not sold or transferred any equity shares of the Company from the relevant date up to a period of 90 trading days from the date of allotment of such securities;

   c) Verified from the undertaking obtained by the Company from Proposed Allottee(s), the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form;

   d) Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottee(s); and

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ii. Read the EGM Notice and verified that special resolution for Proposed Preferential Issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;

iii. With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, 2018 and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue;

iv. Read the certified copy of the resolution passed at the Board meeting held on the November 4, 2026 produced before us by the management containing the list of the Proposed Allottee(s);

v. Conducted relevant management inquiries and obtained necessary representations.

CERTIFICATION

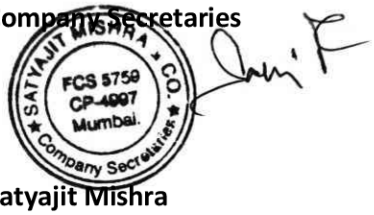
Based on my/our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations except special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

RESTRICTION ON USE

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI (ICDR) Regulations, 2018 and this certificate is addressed to and provided to the Board of Directors of the Company solely 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 for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

For Satyajit Mishra & Co.
Company Secretaries



Satyajit Mishra
Proprietor
Membership No. F5759
C.P. No. 4997
P R No. 1769/2022
UDIN: F005759H002155852

Dated this November 05, 2026 at Mumbai.