

CERTIFICATE ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY TCC CONCEPT LIMITED (CIN: L68200PN1984PLC222140) 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

TCC Concept Limited
 5th Floor, VB Capitol Building,
 Range Hill Road, Opp. Hotel Symphony,
 Bhoslenagar, Shivajinagar, Pune-411007.

Dear Sir,

We, Sachapara & Associates – having CP No. 22177, Practicing Company Secretary, have been appointed by the TCC Concept Limited having CIN: L68200PN1984PLC222140 and having its Registered Office at 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune-411007 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 1,18,19,109 equity shares by way of swap of shares (consideration other than cash) for an acquisition of 95.18% stake of PEPPERFRY LIMITED (CIN: U74990MH2011PLC220126) by way of preferential issue (hereinafter ‘Proposed Preferential Issue’) of the Company to below mentioned Allottees (hereinafter ‘Proposed Allottees’), 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) belongs to PEPPERFRY LIMITED (A)	No. of shares of the Company proposed to be allotted in TCC Concept Limited
1	360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED	76,112
2	AARIN CAPITAL PARTNERS	62,694
3	Ace Insurance Brokers Pvt Ltd	40,588
4	AJAY VIJAY CHAUHAN	18,774
5	AMARJIT SINGH BATRA	5,073
6	ANANTA CAPITAL VENTURES FUND 1	3,04,460
7	ANIL ARORA	2
8	ANIL PURI	40,592
9	ANSUYA MODY ENTERPRISES LLP	40,592
10	ASHISH DASHARATH SHAH	57
11	BRANDON & COMPANY PRIVATE LIMITED	40,592
12	DSP ADIKO HOLDINGS PRIVATE LIMITED	71,038

13	DSP HMK HOLDINGS PRIVATE LIMITED	71,038
14	ERSTE WV GUTERSLOH GMBH	11,76,169
15	FORWARD COMMERCIAL LLP	2
16	GENERAL ELECTRIC PENSION TRUST	31,67,687
17	GOLDMAN SACHS ASIA STRATEGIC PTE. LTD.	11,89,689
18	GROWTH EQUITY OPPORTUNITY FUND CAYMAN HOLDINGS LTD	73,919
19	GUNENDER KAPUR	40,592
20	HEMENDRA MATHRADAS KOTHARI	1,01,485
21	IANNUCCILLO FAMILY TRUST	22,832
22	INDIBLU INVESTMENT ADVISORS (MAURITIUS) LIMITED	16
23	MAPRO FOODS PRIVATE LIMITED	20,296
24	MAYUR JAYKUMAR VORA	20,296
25	MBD BRIDGE STREET 2015 INVESTMENTS (SINGAPORE) PTE LTD	155
26	MEHRATEX INDIA PRIVATE LIMITED	40,592
27	MMG Advisors LLP (Partners - SANJEEV AGRAWAL & ANANT AGARWAL)	50,742
28	MUKESH SHARMA FAMILY TRUST	76,112
29	NELUM PAHLAJ GIDWANI	40,592
30	NORWEST VENTURE PARTNERS VII-A-MAURITIUS	25,22,441
31	PANTHERA GROWTH FUND VCC-PANTHERA GROWTH I	7,03,499
32	PARLE BISLERI PRIVATE LIMITED	50,742
33	PIDILITE VENTURES PVT LTD	10,44,566
34	Prachi Exports (Partner - DEEPAK KHIMJI CHHEDA)	1,52,228
35	PRANABH DINESH MODY	76,112
36	PRASHANT NAIK	40,592
37	RAJENDRA BADRINARAYAN BARWALE	76,112
38	RAJESH SUD	40,592
39	REDI PORT LIMITED	40,592
40	SAMAR SHARAD CHAUHAN	18,774
41	SHARDA RAMPRAKASH BUBNA	50,742
42	STONEBRIDGE 2019 OFFSHORE HOLDINGS, L.P.	7
43	STONEBRIDGE 2019, L.P.	18
44	SUBODH GUPTA	40,592
45	SUMATI RAVI RAHEJA	40,592
46	THE KEVIN AND KAREN JENKINS -JOHNSON FAMILY LIVING TRUST	11,416
47	Universal Trustees Private Limited (Farida Khambata Family Trust)	40,592
48	VSD HOLDINGS & ADVISORY LLP	76,112

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 Limited.

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 06, 2025 being the date thirty days prior to the date on which the resolution shall be deemed to be passed, i.e. the November 05, 2025 which is the last date specified in the Notice for e-voting;
 - b) Verified that the Company has obtained requisite consent/undertaking from the Proposed Allottees / obtained certificate from RTA to ensure that they (allottees) 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 Allottees, the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form; NA

- d) Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottees; and
- ii. Read the Extraordinary General Meeting 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 October 14, 2025 produced before us by the management containing the list of the Proposed Allottees;
- 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 Sachapara & Associates
Company Secretaries

CS Chirag Sachapara

M. No. F13160

CP No. 22177

PR No. 3447/2023

UDIN: F013160G001565821

Dated this October 14, 2025 at Mumbai.