

Certificate in relation to Employee Stock Option Scheme and compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

To,

The Board of Directors,
Regaal Resources Limited
[6th Floor, D2/2, Block-EP & GP,
Sector -V, Kolkata,
West Bengal, India, 700091]

Pantomath Capital Advisors Private Limited

Pantomath Nucleus House,
Saki Vihar Road,
Andheri (East), Mumbai,
Maharashtra, India – 400 072

and

Sumedha Fiscal Services Limited

6A Geetanjali, 8B Middleton Street,
Kolkata – 70 0071,
West Bengal, India.

(Pantomath Capital Advisors Private Limited and Sumedha Fiscal Services Limited are hereinafter referred to as the **BRLMs** or **Book Running Lead Managers**)

Sub: Proposed initial public offering of equity shares (Equity Shares) by Regaal Resources Limited (Company) through a fresh issue of Equity Shares and an offer for sale of the Equity Shares by Selling Shareholders (Offer).

Dear Sir,

1. We, **Singhi & Co. , Chartered Accountants**, the statutory auditors of the Company, have been informed that the Company has filed the Draft Red Herring Prospectus with respect to the Offer (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and applicable laws, and proposes to file (i) Red Herring Prospectus with the SEBI, the Stock Exchanges and the Registrar of Companies, West Bengal at Kolkata ("**Registrar of Companies**" and such Red Herring Prospectus, the "**RHP**"; (ii) Prospectus with the SEBI, the Stock Exchanges and the Registrar of Companies (the "**Prospectus**"; and (iii) any other documents or materials to be issued in relation to the Offer (collectively with the DRHP, RHP and Prospectus, the "**Offer Documents**").



2. In terms of our engagement letter dated August 5, 2024, in relation to the Offer, we have been requested by the Company to certify that in relation to the Regaal Resources Limited Employees Stock Option Plan-2024 (ESOP Scheme), the details of which are set out at Annexure A, the Company is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (ESOP Regulations), applicable accounting standards (IND AS – 102), the Guidance Note on Report in Prospectuses (Revised 2019), issued by the ICAI and the Guidance Note on 'Accounting of Share Based Payments' issued by the ICAI.

Management Responsibility for the Statement

3. The preparation of the statement is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for providing us the documents as would be required by us for certifying the requirement as per paragraph 2 above.

Auditors Responsibility

5. We are responsible to certify the matters as stated in paragraph 2 above.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by the Institute of Chartered Accountants of India.
8. We have audited, in accordance with the requirements of the Companies Act and IND AS the financial statements of the Company for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 (**Audited Financial Statements**).

Subsequently, we have examined the restated Financial Statements prepared by the Company in accordance with the Companies Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**) and the Guidance Note on Reports in Company Prospectuses (Revised 2019) (**Restated Financial Information**).

In this regard, we have reviewed the audited books of accounts, the Restated Financial Information, minutes of meetings of the Board of Directors, Shareholders of the Company, Nomination and Remuneration Committee of the Company, corporate filings and other relevant records of the Company, for the purpose of certifying the ESOP Scheme is in compliance with the ESOP Regulations.



9. Based on our examination, as referred above, and the information and explanations provided to us by the management of the Company, we confirm that the ESOP Scheme was approved by the Board of Directors dated November 04, 2024 and by a resolution of the Shareholders dated November 04, 2024 in accordance with the ESOP Regulations and the Companies Act.

We confirm that the Company is in compliance with the ESOP Regulations, applicable accounting standards (IND AS – 102), the Guidance Note on Report in Prospectuses (Revised 2019), issued by the ICAI, and the Guidance Note on 'Accounting of Share Based Payments' issued by the ICAI. We further confirm the details set out at **Annexure A** of this certificate. Further, we hereby confirm that save and except for ESOP Scheme, the Company does not have any employee stock option scheme or any stock purchase scheme.

10. We hereby consent to the extracts of this certificate being used in the red herring prospectus and the prospectus to be filed with the Registrar of Companies, West Bengal at Kolkata (RoC) and submitted to the SEBI and the Stock Exchanges in connection with the Offer, and submission of this certificate as may be necessary, to any regulatory authority statutory, judicial or governmental authorities, and in any other material used in connection with the Offer and for disclosure on the website of the Company in connection with the Offer and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law. We also consent to this certificate to be uploaded on the website, repository and, or, the database of the Stock Exchanges.
11. We confirm that the information in this certificate is true, fair and correct. We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authorities or (ii) in seeking to establish a defence in connection with, or to avoid any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation related to any matter regarding issuance and listing of the equity shares of the Company. We undertake to update you, in writing, of any change in the above-mentioned disclosures which we are aware of until the Equity Shares allotted, pursuant to the Offer, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer.
12. This certificate may be relied on by the Book Running Lead Managers, its affiliates and the legal counsel in relation to the Offer and to assist the Book Running Lead Managers in the context of due diligence procedures that the Book Running Lead Managers has to conduct and the documents in relation of their investigation of the affairs of the Company in connection with the Offer.



Singhi & Co.

Chartered Accountants

.....contd.

13. All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours sincerely,

For Singhi & Co.

Chartered Accountants

Firm Registration No: 302049E



(Giridhari Lal Choudhary)

Partner

Membership No.: 052112

Date: August 06, 2025

Place: Kolkata

UDIN: 25052112BMLZGV4226

Cc:

Legal Counsel to the Offer

Bharucha & Partners

13th Floor, Free Press House,
Free Press Journal Marg,
Nariman Point,
Mumbai, Maharashtra 400021



Annexure A

1. The ESOP Scheme contemplates that the total number of Equity Shares to be issued pursuant to exercise of options under ESOP Scheme will be up to 5% of the share capital of the Company.
2. As on the date of this certificate, 8,64,000 options have been granted in terms of ESOP Scheme.
3. Details of options granted, vested, and exercised under ESOP Scheme for the period mentioned below are:

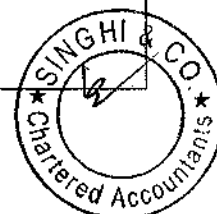
Particulars	April 1, 2025 to August 06, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
Options granted	Nil	8,64,000	Nil	Nil
Options vested (including exercised)	Nil	Nil	Nil	Nil
Options exercised	Nil	Nil	Nil	Nil
Exercise price of options (in ₹)	Nil	₹ 5	Nil	Nil
Options vested and not exercised	Nil	Nil	Nil	Nil
The total number of Equity Shares arising as a result of exercise of options	Nil	8,64,000	Nil	Nil
Options forfeited or lapsed	Nil	Nil	Nil	Nil
Vesting period (from the date of grant)	1 year to 3 years	1 year to 3 years	Nil	Nil
Variation of terms of options	Nil	Nil	Nil	Nil
Total money realized by exercise of options	Nil	Nil	Nil	Nil
Total number of options in force	8,64,000	8,64,000	Nil	Nil
Employee-wise detail of options granted to:				
a) Key Managerial Personnel	Nil	2,01,600	Nil	Nil



Particulars	April 1, 2025 to August 02, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
b) Member of Senior Management	Nil	1,82,400	Nil	Nil
c) Any other employee who received a grant in any 1 year of options amounting to 5% or more of the options granted during the year	Nil	2,40,000	Nil	Nil
d) Identified employees who were granted options during any 1 year equal to/exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil	Nil	Nil	Nil
Diluted EPS pursuant to issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	Nil	6.03	Nil	Nil
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been finalized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company for the Fiscal 2025, Fiscal 2024 and Fiscal 2023	Nil	Nil	Nil	Nil
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted average information, namely, risk free interest	NA	Risk free interest rate- 6.88%, expected volatility- 48.50%, price of the underlying share in market at the time of grant of the option-Rs. 59.56,	NA	NA



Particulars	April 1, 2025 to August 02, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option				
Impact on profits and EPS of the last 3 years if our Company had followed the accounting policies specified in Regulation 15 of the ESOP Regulation in respect of options granted in the last 3 years	Nil	Nil	Nil	Nil
Intention of key managerial personnel and members of Senior Management and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within 3 months after the listing of Equity Shares pursuant to the Offer	NA	NA	NA	NA
Intention to sell Equity Shares arising out of the ESOP Plan or allotted under the ESOP Plan within 3 months after the listing of Equity Shares by directors, key management personnel and member of senior management and employees having Equity Shares arising out of the ESOP Plan, amounting to more than 1% of the issued capital (excluding	NA	NA	NA	NA



Particulars	April 1, 2025 to August 02, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
outstanding warrants and conversions)				

