



COMPLIANCE CERTIFICATE FOR THE QUARTER ENDED DECEMBER 31, 2022

(Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

I, Tushit G. Mangukiya Compliance Officer of Marwadi Shares and Finance Limited, am aware of the compliance requirement of Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) and I certify that

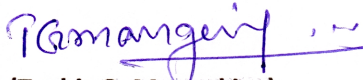
1. the Company has a Structured Digital Database in place
2. control exists as to who can access the SDD
3. all the UPSI disseminated in the previous quarter have been captured in the Database
4. the system has captured nature of UPSI along with date and time
5. the database has been maintained internally and an audit trail is maintained
6. the database is non-tamperable and has the capability to maintain the records for 8 years.

I also confirm that the Company was required to capture 2 number of events during the quarter ended and has captured 2 number of the said required events.

I would like to report that the no non-compliance(s) was observed in the previous quarter hence, there is no requirement of taking the remedial action(s) in this regard.

Note: Marwadi Shares and Finance Limited, Company being a debt listed entity had approved events of Approval of Standalone Financial Results for the quarter ended on September 30, 2022 and Approval of Scheme of Arrangement between Marwadi Shares and Finance Limited and its Wholly-owned Subsidiary i.e. Marwadi Commodity Broker Private Limited, which would not be considered the events that would materially affect price of its Debenture (as Debenture carries fixed rate of Interest and No equity shares of the Company are listed) which may please be noted.

For, Marwadi Shares and Finance Limited



(Tushit G. Mangukiya)
Compliance Officer



Date: January 20, 2023

Place: Rajkot

Marwadi Shares and Finance Limited

Corporate Office

Marwadi Financial Plaza, Nana Mava Main Road, Off 150 Feet Ring Road,
Rajkot - 360001, Gujarat Phone: +91 281 7174 000 / 6192 000

Registered Office

X-change Plaza, Office No. 1201 to 1205, 12th Floor,
Building No. 53E, Zone- 5, GIFT CITY, Gandhinagar-382355 Gujarat