

Dev Accelerator Limited
Certificates from Promoter

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UMESH UTTAMCHANDANI

B/401 SURYA EMERALD, OPP ADIRAJ BUNGLOWS, ISCON AMBLI ROAD, BH
DISHMAN CORPORATE HOUSE, AHMEDABAD CITY, AHMEDABAD, GUJARAT -380058
EMAIL: UMESH.U@DEVX.WORK | MOBILE: +91-8469999980

Date 29th August 2025

To,

The Board of Directors,
Dev Accelerator Limited,
C-01, The First Commercial Complex,
Behind Keshavnagar Party Plot,
Vastrapur,
Ahmedabad-380015, Gujarat, India.

Dear Sirs,

Re: : Proposed initial public offering of equity shares of face value of Rs. 2/- each (the "Equity Shares") of Dev Accelerator Limited (the "Company") (the "Issue" or "IPO")

Sub: Consents for promoter lock-in

1. I hereby give my consent to include my shareholding of [•] equity shares of the Company, constituting [•] of the Company's post- IPO equity share capital, to be locked-in, from the date of allotment in the IPO being the minimum promoter's contribution, for a period of three (3) years or for such other time, and subject to the restrictions and exemptions as may be prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations"), as amended, towards the minimum promoters' contribution for the IPO.

Details of equity share capital subject to lock-in for a period of Thirty- Six (36) months commencing from the date of allotment of Equity Shares in the Issue.

Name of Promoter	Nature of Issue	Date on which Equity Shares were allotted	No. of Equity Shares	Issue price	Nature of payment of consideration	Number of Equity Shares locked-in	% of post-Issue paid up capital	No. of pledged Equity Shares
Umesh Uttamchandani	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

2. I consent to lock-in my balance pre-IPO equity share holding, which is in excess of the minimum promoter's contribution from the date of allotment in the IPO, for a period of twelve (12) months
3. I agree not to sell, transfer, charge, pledge, lien or otherwise encumber any of the abovementioned locked-in equity shares till such time that the lock-in remains effective, save and except as may be permitted under the SEBI ICDR Regulations.
4. I confirm that the equity shares proposed to be included as part of the minimum promoter's

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contribution as detailed above, are eligible for the computation of lock-in as promoter's contribution as per the requirements of Regulation 15 of the SEBI ICDR Regulations. Accordingly, such equity shares:

- i. have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets, and, have not been issued against shares, which are otherwise ineligible for promoter's contribution;
- ii. are not resulting from a bonus issue, out of revaluation of reserves or reserves created without accrual of cash resources or unrealised profits of the Company in the preceding three years or against equity shares which are otherwise ineligible for computation of promoter's contribution;
- iii. are not subject to any pledge and/or any other encumbrance;
- iv. are not arising out of securities acquired during the preceding year, at a price lower than the price at which shares of the Company will potentially be offered to the public pursuant to the proposed IPO;
- v. are not arising out of securities allotted to the promoter and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India during the preceding one year at a price less than the Issue Price, against funds brought in by them during that period;
- vi. are not arising out of any private placement made by solicitation of subscriptions from unrelated persons either directly or through any intermediary;
- vii. have been certified by the Auditors of the Company, after an exhaustive inquiry and diligence, as being eligible for the said lock-in in light of the applicable eligibility requirements under the SEBI ICDR Regulations in this regard;
- viii. I confirm that none of the Equity Shares held or owned (beneficially or otherwise) by us are pledged with any bank or financial institution or any other creditor as collateral security for any loans granted by such banks or financial institutions or with any creditor;
- ix. If required, I confirm that I shall enter into any agreement as may be required to facilitate the use of an overallotment option in terms of Regulation 57 of the SEBI ICDR Regulations.

We confirm that any changes to the above will immediately be intimated to the Book Running Lead Manager to the IPO, till the date on which the securities of the Company to be offered pursuant to the IPO, start trading on the stock exchange/s. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

This certificate may be relied upon by the Book Running Lead Manager to the Issue and the Legal Counsel to the Issue. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the IPO related offer documents.

We hereby indemnify and agree to keep indemnified, saved, defended and harmless the Book Running Lead Manager and the Legal Counsel to the proposed Issue of the Company and all persons claiming under them ("**Indemnified Persons**"), from and against all losses and/or damages arising as a result of the aforementioned representations made by us in order to disclose details of the same in the Offer Documents including Red Herring Prospectus, the Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto (together referred as "**Offer Documents**"), for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the Book Running Lead Manager and/or the Legal Counsel to the Issue as a result of any statements, representations, assurances, confirmations hereunder given being untrue.

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Yours faithfully,



Name: Umesh Uttamchandani

DIN: 07496423

Designation: Promoter

Cc:

The Book Running Lead Manager ("BRLM")
Pantomath Capital Advisors Private Limited
Pantomath Nucleus House Saki - Vihar Road,
Andheri (East), Mumbai 400 072, Maharashtra, India

Legal Counsel to the Issue

Messrs. Kanga and Company, Advocates and Solicitors
Readymoney Mansion,
43, Veer Nariman Road,
Fort, Mumbai - 400 001.

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Date: 29th August 2025

To,
The Board of Directors,
Dev Accelerator Limited,
C-01, The First Commercial Complex,
Behind Keshavbaug Party Plot,
Vastrapur,
Ahmedabad-380015, Gujarat, India.

Dear Sirs,

Re: Proposed initial public offering of equity shares of face value of Rs. 2/- each (the "Equity Shares") of Dev Accelerator Limited (the "Company") (the "Issue" or "IPO")

Sub: Cost per share to the Promoter and details of the Promoter Group shareholding in the Company, (including directors of Corporate Promoter of the Company)

As a Promoter of the Company, I, hereby declare that the following details in connection with the cost per share of the equity shares of the Company as acquired by me as on the date of this certificate and as on the date of the Red Herring Prospectus are true, fair and correct, and that we have verified the same appropriately:

1. Cost per share of the Company, to the Promoter of the Company:

Date of Allotment/ Transfer	Nature of Consideration (Cash, gift, etc.)	No. of Equity Shares allotted/ transferred	Cumulative No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Total Cost of Purchase/ (Sales Proceed)	Name of transferor/ transferee	Nature of Transaction	% of pre-Issue Capital	% of post-Issue Capital	Sources of funds
29.08.2020	Consideration other than cash	1312	1312	INR 10/-	INR 10/-	NIL	NA	Initial subscription to MOA	13.12 %	[•]	NIL
30-03-2022	Cash	64	1374	INR 10/-	INR 57,228/-	NIL	NA	Conversion of Debentures	13.10 %	[•]	NIL
10-01-2024	NA	2	1376	INR 10/-	INR 10/-	NIL	NA	acquisition by way of transfer	10.69 %	[•]	NIL
20-09-2024	NA	1238400		INR 10/-	INR 10/-	NIL	NA	Bonus	9.30%	9.30%	NIL

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24-09-2024	NA	6198880		INR 2/-	INR 2/-		NA	Split	9.30%	9.30%	NIL
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2. Aggregate shareholding in the Company of the Promoter Group of the Company:

Sr No.	Name of Promoter	Name of entity forming part of the Promoter Group of the Promoter	Relationship with the Promoter	No. of shares held in the Company	Percentage of shareholding in the Company
Promoter					
1	Umesh Uttamchandani	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
Promoter Group (other than the Promoter)					
2.	Neha Uttamchandani	NIL	NIL	NIL	NIL
3.	Ashaben Uttamchandani	NIL	NIL	NIL	NIL
4.	Trisha Uttamchandani	NIL	NIL	NIL	NIL
5.	Himanshu Uttamchandani	NIL	NIL	NIL	NIL
6.	Ravi Uttamchandani	NIL	NIL	NIL	NIL
7.	Prakash Atlani	NIL	NIL	NIL	NIL
8.	Rekhaben Atlani	NIL	NIL	NIL	NIL
9.	Jaykishan Atlani	NIL	NIL	NIL	NIL
	Total			NIL	NIL

Any changes to the above, shall immediately be intimated to the Book Running Lead Manager to the IPO, till the date when the equity shares of the Company offered under the IPO, start trading on the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information till the date of listing of equity shares Offered pursuant to the IPO.

This certificate may be relied upon by the Book Running Lead Manager to the Issue and the Legal Counsel to the Issue. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the IPO related offer documents.

I hereby indemnify and agree to keep indemnified, saved, defended and harmless the Book Running Lead Manager, the Legal Counsel to the proposed Issue of the Company and all persons claiming under them ("Indemnified Persons"), from and against all losses and/or damages arising as a result of the aforementioned representations made by me/us in order to disclose details of the same in the Offer Documents including the Red Herring Prospectus, the Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto (together referred as "Offer Documents"), for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the Book Running Lead Manager and/or the Legal Counsel to the Issue as a result of any statements, representations, assurances, confirmations hereinunder given being untrue.

Yours faithfully,

UMESH UTTAMCHANDANI

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Name: Umesh Uttamchandani

DIN: 07496423

Designation: Promoter

Cc:

The Book Running Lead Manager ("BRLM")
Pantomath Capital Advisors Private Limited
Pantomath Nucleus House Saki - Vihar Road,
Andheri (East), Mumbai 400 072, Maharashtra, India

Legal Counsel to the Issue

Messrs. Kanga and Company, Advocates and Solicitors
Readymoney Mansion,
43, Veer Nariman Road,
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Date: 29th August 2025


To,
The Board of Directors,
Dev Accelerator Limited,
C-01, The First Commercial Complex,
Behind Keshavbaug Party Plot,
Vastrapur,
Ahmedabad-380015, Gujarat, India

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 2/- (the "Equity Shares") of Dev Accelerator Limited (the "Company") (the "Issue" or "IPO")

Sub: Individual Promoters - profile and confirmations

A. Profile: I confirm that the following information about me is true and correct:¹

	Particulars	Details	Back up provided
	Name	Mr. Umesh Uttamchandani	Passport copy
	Date of Birth	17.08.1987	
	Age	37	
	Personal Address	B/401 Surya Emerald, Opp Adiraj Bunglows, Iscon Ambli Road, Bh Dishman Corporate House, Ahmedabad City, Ahmedabad, Gujarat - 380058	
	Passport number	S4410532	Pan card copy Aadhaar Card copy
	PAN number	ABLPU3490J	
	Aadhaar Card number	6870 2810 7355	

Schedule VI, Part A, (10)(G)(a)(i) and (ii) of the SEBI ICDR Regulations: (G) Promoters and Principal Shareholders: (a) Where the promoters are individuals: (i) A complete profile of all the promoters, including their name, date of birth, age, personal addresses, educational qualifications, experience in the business or employment, positions/posts held in the past, directorships held, other ventures of each promoter, special achievements, their business and financial activities, photograph, Permanent Account Number, Aadhaar card number and driving license number; (ii) A declaration confirming that the Permanent Account Number, Bank Account Number(s) and Passport Number of the promoters have been submitted to the stock exchanges on which the specified securities are proposed to be listed, at the time of filing the draft offer document with them;

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	Driving license number	GJ01 20190010150	Driving license copy
	Bank account number and name of Bank	002001609371, ICICI Bank	Bank documents
	TAN number	N/A	N/A
Qualifications	Bachelors in Commerce from Som-Lalit College of Commerce, Gujarat University, Master of Business Administration from Sheffield Hallam University Post Graduate diploma in banking operations from Institute of Finance, Banking and Insurance		Relevant institutional certificates
Experience	9 years in end-to-end Solutions for IT ITES Industry <i>He has approximately 8 years of experience in the flexible workspace sector</i>		MCA Records
Business and financial activities	He is responsible for overseeing critical operational and growth-oriented functions of the Company and is responsible for overseeing investor relations, account and finance, sales for coworking and managed office, new vertical expansion and strategic partnerships domains of our Company He has been the recipient of "Ecosystem Stakeholders Recognition" award by Gujarat University Startup & Entrepreneurship Council ("GUSEC"), in recognition of his contributions towards the growth and development of the Gujarat Startup and Innovation Ecosystem.		MCA Records

The abovementioned back up documents are annexed hereto and collectively marked as "Annexure B".

B. Confirmations: I, in my capacity as a promoter of the Company, hereby declare that the following representations are true, fair and correct, and that I have verified the same appropriately:

- I am an original Promoter of the Company.
- Except as disclosed below, neither I nor any of my relatives hold any equity shares in any entities as per the following thresholds:

Nature of Relationship	Entity			
Any body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family in which the Promoter or any one or more of his immediate relative is a member	Ravi Uttamchandani	Confiable Advisory LLP	50%	50%
	Himanshu Uttamchandani	Confiable Advisory LLP	50%	50%
Any body corporate in which a body corporate as mentioned above holds 20% or more, of the equity share capital	NIL			

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Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20% share of the total capital.

NIL

3. Except as disclosed below, I do not hold any equity shares, warrants/convertible securities, or any employee stock options or stock appreciation rights in the Company:

Set forth herein below is the build-up of my shareholding in the Company since its incorporation:

Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue Price / Transfer Price per Equity Share (₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)	Source of funds
29.08.2020	Initial subscription to MOA	1312	Consideration other than cash	INR 10	Rs. 10/-	8.86%	[●]	NIL
December 20, 2021	Transfer to Palak Priyal Shah	(1)	NA	10	10	(0.01)	[●]	NIL
December 20, 2021	Transfer to Vikrambhail Ambaijal Vakil	(1)	NA	10	10	(0.01)	[●]	NIL
3/30/2022	Conversion of 0.01% compulsorily convertible debentures into Equity Shares	64	Cash	INR 10	Rs. 57,228/-	13.10%	[●]	NIL
10-01-2024	Transfer from Palak Priyal Shah	1	NA	INR 10	Rs. 10/-	0.01%	[●]	NIL
January 10, 2024	Transfer from Vikrambhail	1	NA	INR 10	Rs. 10/-	0.01	[●]	

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Date of allotment/ Transfer	Nature of transaction	No. of Equity Shares allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue Price /Transfer Price per Equity Share (₹)	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)	Source of funds
	Ambalal Vakil							
20-09-2024	Bonus issue in the ratio of 900 Equity Shares for every one Equity Share held	1238400	NA	INR 10	-	9.30%	100%	NIL

Pursuant to a resolution passed by the Board dated September 19, 2024 and a resolution passed by the Shareholders' of the company dated September 19, 2024, Equity Shares of face value of ₹10 each of our Company were sub-divided into Equity Shares of face value of ₹2 each. Consequently, 1,239,776 Equity Shares of face value of ₹10 each, held by me were sub-divided into 6,198,880 Equity Shares of face value of ₹2 each.

#Consideration for such Equity Shares was paid upfront at the time of allotment of the compulsory convertible debentures.

4. Neither I nor any of the individuals or entities forming a part of the promoter group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) in connection with me have been paid for the promotion or formation of the Company by any person. Neither I nor any of the individuals or entities forming a part of promoter group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) in connection with me have any interest in the Company or in its promotion except to the extent of any equity shares or convertible instruments (which convertible instruments are validly held in terms of Regulation 5(2) of the SEBI ICDR Regulations) of the Company as held by (i) me, (ii) the individuals and entities forming a part of the promoter group in connection with me (iii) any of my relatives, (iv) any companies, firms and trusts in which I am a director, member, partner and/or trustee, as follows:

Sr No	Type of security	Number of equity shares or convertible instruments held	Held by	Relationship
1.	NIL	NIL	NIL	NIL
2.	NIL	NIL	NIL	NIL

5. Neither I nor the promoter group individuals and/or entities in connection with me, (as per Regulation 2(1)(pp) of the SEBI ICDR Regulations), have, directly or indirectly, financed, sold or purchased any securities of the Company and its subsidiaries during the six month period preceding the date of filing the IPO related offer document with the Securities and Exchange Board of India, ("SEBI"). As mentioned below:

Sr. No.	Name of the Companies/Bodies Corporate/Firms/association of individuals	Number of equity Shares	Shareholding / Capital contribution in percentage (%)
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01.	Sansjoy Solutions Private Limited	1	0.01%
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6. I undertake that transactions in equity shares of the Company, ("Equity Shares"), by me during the period between the date of filing the Red Herring Prospectus with the relevant Registrar of Companies and the date of closure of the Issue, would be reported to (a) the Company, (b) the stock exchange (in which the securities of the Company are listed), and, (c) the Book Running Lead Manager to the IPO, within 24 hours of the relevant transaction.
7. I have ascertained from, and can confirm on behalf of (ii) the group companies associated with the Company, and/or (iii) the persons and entities forming a part of the promoter group (as per Regulation 2(1)(pp) of the SEBI ICDR Regulations) in connection with me, that transactions in Equity Shares by such persons and/or entities, during the period between the date of filing the Red Herring Prospectus with the SEBI and the date of commencement of trading of the Equity Shares, would be reported to (a) the Company, (b) the stock exchange (in which the securities of the Company are listed), and, (c) the Book Running Lead Manager to the IPO, within 24 hours of the relevant transaction.
8. None of the companies in which I was or am, (i) a promoter, (ii) a person in control, or, (iii) a director, is debarred from accessing the capital markets under any order or directions made by the SEBI.
9. I have ascertained and confirmed that none of the person/s or entities which form part of my "Promoter Group" (as defined in Regulation 2(1) (pp) of the SEBI ICDR Regulations), has at any stage been prohibited or debarred from accessing the capital markets or from buying, selling or dealing in securities under any order or direction passed/made by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
10. I am not and was not associated with the securities market in any manner, nor was I associated with any firms/concerns that are/were registered with the SEBI, except as follows: NIL.
11. I am not/ was not associated or registered with Insurance Regulatory and Development Authority ("IRDA") or Reserve Bank of India ("RBI") or Pension Fund Regulatory and Development Authority ("PFRDA") or none of proprietorship firm(s) or partnership firm(s) or Hindu Undivided Family(ies) or limited liability partnership(s) belonging to me or body corporate of which I am member or director are or were associated or registered with IRDA or RBI or PFRDA.
12. There is no proposal whereby I will receive any portion of the proceeds from the IPO and there is no existing or anticipated transaction with me in relation to utilization of the IPO proceeds or the objects of the IPO except as described below: NIL.
13. I confirm that, as on date, no compliance is required to be made by me under the provisions of Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), and that I undertake to comply with the SBO Rules, as necessary, and to the extent applicable to me, upon further notification by the MCA, within the timelines as may be specified under the applicable SBO Rules.
14. Neither I nor any of my immediate relatives have any interest in the Company or any of its joint ventures, subsidiaries and associates except to the extent of the Equity Shares held by us (as mentioned in item 4 above), and to the extent of the benefits arising out of such shareholding.
15. I have:
 - i. not granted any loan or advance to the Company; Loan by Promoter INR - 2,31,94,125/- as of March 31, 2025.
 - ii. no business interest in the Company; except as stated in item 14. above
 - iii. not received any payment or benefit within the two preceding years nor is any such amount or benefit intended to be paid except remuneration;

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Directors Name	Name of the Entity	FY 2024-25	01.04.2025 to 30.05.2025
Umesh Uttamchandani	Dev Accelerator Limited	30,00,000	5,00,000

- iv. no interest in any transaction in acquisition of land, construction of building or supply of machinery, etc. in relation to the Company, and have no relationship with any of the entities from whom the Company has acquired land or from whom the Company proposes to acquire land;
- v. no interest, direct or indirect, in any property acquired by the Company within the last three years or proposed to be acquired by the Company, (under the Objects of the Issue for the IPO, or otherwise), nor in any completed transactions related to property in the last three years, whether as a vendor of the property or otherwise, and can clarify that the Company has not purchased any property in which I had or have a direct or indirect interest, in respect of any payment thereof or otherwise;
- vi. not, during the preceding six months, entered into any financing arrangements whereby (i) I, (ii) persons constituting the promoter group of the Company (as per Regulation 2(1)(pp) of the SEBI ICDR Regulations), (iii) any directors of any corporate promoter of the Company, or, (iv) directors of the Company, have financed the purchase by any other person/entity of securities of the Company, other than in the normal course of the business of the financing entity;
- vii. not entered, and shall not enter, into any buy-back and/or standby arrangements, directly or indirectly, for purchase of any of the Equity Shares to be offered and sold in the IPO from any person;
- viii. no intention to subscribe to the securities offered pursuant to the proposed IPO;
- ix. not agreed to make, and agree not to make, any payment, directly or indirectly, in the nature of discounts, commission allowance or otherwise to any persons who receive allotments in the IPO;
- x. not been engaged in and am not associated with any company/partnerships/ sole proprietorships/other business entities/ ventures, firms or trusts, which are in the same line of activity as the Company except stated below as representative of the Company in, except as disclosed below:

Sr. No.	Names of Companies/Bodies Corporate/Firms/Association of Individuals	Nature of Interest or concern/ change in interest or concern
1.	Finclave Accel LLP	Designated Partner (Nominee of Dev Accelerator Limited)

- xi. no interest in the appointment of any intermediaries to the IPO, including the Book Running Lead Manager, the underwriters, the registrars or the bankers to the IPO;
- xii. not disassociated myself from any companies or firms during the preceding three years, except as disclosed below;

Sr No.	Name of the Company/LLP	Date of disassociation	Reason
1	Natureovedic Consumers Private Limited	03.08.2024	Resigned as a director due to pre-occupation
2	Janak Urja Private Limited	04.04.2023	Resigned as a director due to pre-occupation
3	Aadhya Spacelinks Private Limited	17.03.2025	Due to strike off
2	Neddle and Threads LLP	05.05.2025	Change in Nominee Designated Partner
3	Fractropop LLP	05.05.2025	Resigned as a director due to pre-occupation

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EMAIL: UMESH.U@DEVX.WORK | MOBILE: +91-8469999980

- xiii. not been prohibited or debarred from accessing capital markets or from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court and no penalty has been imposed on us in the last 5 financial year including any outstanding action by any statutory or regulatory authority in India or abroad;
- xiv. not been classified as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India or any other statutory or regulatory authority;
- xv. not been classified as a fugitive economic offender as defined under Section 12 of the Fugitive Economic Offenders Act, 2018
- xvi. not, at any point in time, committed or been found to have committed, any violation/s of any securities law/s, nor are any allegations pending against me in this regard before any court, tribunal or other forum;
- xvii. not been subject to any adverse findings against me in connection with compliance with securities law;
- xviii. no personal interest or relationship with any of the sundry debtors of the Company, except : My Brother Mr. Ravi Uttamchandani has a small stake in one of company's Sundry debtor

Period	Customer Name	Amount
FY 2024-25	Rivet Global Services LLP	52,89,918.53
Total		52,89,918.53

- xix. not entered into any circular transactions for building up the capital or net worth of the Company;
- xx. adequate experience in the line of business, including any proposed line of business of the Company;
- xxi. **Current and past directorships in listed companies - suspension of trading:** I confirm, represent and declare that, save as follows, in the last five years prior to the filing of the Red Herring Prospectus of the Company with SEBI, none of the listed companies in which I am or was in the past a director, have at any point had their shares or other securities suspended from being traded on the Bombay Stock Exchange Limited, ("BSE"), and/or the National Stock Exchange Limited ("NSE"); NIL
- xxii. **Current and past directorships in listed companies - delisting:** I confirm, represent and declare that, save as follows, I do not hold any current or past directorships in listed companies which have been/ were delisted from any stock exchange: NIL
- xxiii. undertaken that neither I nor the individuals and entities forming a part of the promoter group in connection with me shall apply under the anchor investor portion of the IPO; and
- xxiv. The following are the details of the listed companies in which I am a shareholder or director: NIL
16. I undertake that neither I nor the individuals and entities forming a part of the promoter group in connection with me shall apply under the anchor investor portion of the IPO; and
17. Except as stated below, I have not engaged in the sale or purchase of securities of the Company within three years of filing the Red Herring Prospectus with SEBI which in aggregate is equal to or greater than 1% of the pre-Issue Capital of the Company: NIL
18. I, my relatives, and any companies, firms and trusts in which I am a director, member, partner and/or trustee:
- i. are not directly or indirectly interested in any agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made to me in respect to the same;
- xxv. are not beneficiaries of or interested in any outstanding loan or advance given by or to the Company, except as disclosed below; Loan Amount by Promoter to Company- INR 2,31,94,125/- as of March 31, 2025.
- ii. are not directly involved or indirectly interested, in any entity or person in whose name any

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intellectual property rights of the Company are registered.

19. I have not issued any guarantees in favour of the Company except as follows:

Name of borrower	Name of lender	Amount of guarantee	Reason for guarantee	Security available	Expiry of guarantee	Financial implication in case of default	Obligation on our Company
Dev Accelerator Limited	Mitcon Credentia Trusteeship Services Limited	INR 11,39,00,000/-	NCD	Assets and Client Receivables	15-06-2026	Exercise of Securities	NIL
Dev Accelerator Limited	Mitcon Credentia Trusteeship Services Limited	INR 5,91,00,000/-	NCD	Assets and Client Receivables	15-07-2026	Exercise of Securities	NIL
Dev Accelerator Limited	Mitcon Credentia Trusteeship Services Limited	INR 90,00,000/-	NCD	Assets and Client Receivables	15-08-2026	Exercise of Securities	NIL
Dev Accelerator Limited	Mitcon Credentia Trusteeship Services Limited	INR 7,50,00,000/-	NCD	Assets and Client Receivables	15-08-2026	Exercise of Securities	NIL
Dev Accelerator Limited	Mitcon Credentia Trusteeship Services Limited	INR 30,00,00,000/-	NCD	Pledge the equity shares of Janak Urja Private Limited, Ausil Enterprises Private Limited and Assets	26-03-2026	Exercise of Securities	NIL
Dev Accelerator Limited	Tata Capital Limited	INR 25,00,00,000/-	Loan	Mutual Funds	15-02-2028	Exercise of Securities	NIL
Dev Accelerator Limited	Mitcon Credentia Trusteeship Services Limited	INR 8,50,00,000/-	NCD	Assets and Client Receivables	22-11-2028	Exercise of Securities	NIL
Dev Accelerator Limited	Capwise Finance Private Limited	INR 4,00,00,000/-	Loan	Assets	30-01-2026	Exercise of Securities	NIL

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Dev Accelerator Limited	Ratnaafin Capital Pvt Ltd	INR 4,00,00,000/-	Loan	Assets	03-12-2029	Exercise of Securities	NIL
Dev Accelerator Limited	121 Finance Pvt Ltd	INR 3,00,00,000/-	Loan	Assets	13-10-2025	Exercise of Securities	NIL

20. I am not a director or promoter of any company which is on the dissemination board of any stock exchange.
21. Neither I nor any of my immediate relatives are associated with any entities in any manner which have been involved in the act of money mobilisation in any manner and where any regulator/agency has at any time sought any information in any manner.
22. Neither I nor any of my immediate relatives have any interest in the entities from whom the Company has obtained quotations in relation to the Objects of the Issue of the Company.
23. Below mentioned company/LLP is/are struck off / under process of striking off where I am/was associated.

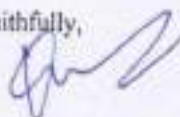
Company/LLP Name	Position	Date of Strike-off/Remarks
Trazo Editech LLP	Designated Partner	May 5, 2025
Aadhya Spacelinks Private Limited	Director	March 17, 2025

I confirm that any changes to the above will immediately be intimated to the Book Running Lead Manager(s) to the IPO, till the date on which the securities of the Company to be issued pursuant to the IPO, start trading on the stock exchange/s. In the absence of any such communication, the above information should be taken as updated information till the date of listing of equity shares Offered pursuant to the IPO.

This certificate may be relied upon by the Legal Counsel and the Book Running Lead Manager in relation to the IPO. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the IPO related offer documents.

I/We hereby indemnify and agree to keep indemnified, saved, defended and harmless the Book Running Lead Manager and Legal Counsel to the proposed IPO of the Company and all persons claiming under them ("Indemnified Persons"), from and against all losses and/or damages arising as a result of the aforementioned representations made by me/us in order to disclose details of the same in the Issue Documents including the Red Herring Prospectus, the Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto (together referred as "Offer Documents"), for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the Book Running Lead Manager and/or the Legal Counsel to the Issue as a result of any statements, representations, assurances, confirmations hereinunder given being untrue.

Yours faithfully,



Name: Umesh Uttamchandani

DIN: 07496423

Designation: Promoter

UMESH UTTAMCHANDANI

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Cc:

The Book Running Lead Manager ("BRLM")
Pantomath Capital Advisors Private Limited
Pantomath Nucleus House Saki - Vihar Road,
Andheri (East), Mumbai 400 072, Maharashtra, India

Legal Counsel to the Issue

Messrs. Kanga and Company, Advocates and Solicitors
Readymoney Mansion,
43, Veer Nariman Road,
Fort, Mumbai - 400 001

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Date: 29th August 2025

To:

The Board of Directors
Dev Accelerator Limited,
C-01, The First Commercial Complex,
Behind Keshavbaug Party Plot,
Vastrapur,
Ahmedabad-380015, Gujarat, India

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 2/- each (the "Equity Shares") of Dev Accelerator Limited (the "Company") (the "Issue" or "IPO")
Sub: Individual Promoters - Legal Proceedings and Defaults

Save and except as detailed in **Annexure A** annexed herewith, I confirm and certify that there are no:

1. no pending legal proceedings initiated by or against me;
2. no pending legal proceedings in respect of group companies with which I am presently associated;
3. no pending legal proceedings in respect of group companies with which I was associated in the past but am no longer associated where my name continues to be associated with such proceedings;
4. no litigations against me involving violation of statutory regulations or alleging criminal offence;
5. no criminal or civil prosecution against me for any litigation towards tax liabilities or any prosecution under any enactment in respect of Schedule V of the Companies Act, 2013;
6. no proceedings initiated for any economic offences against me;
7. no adverse findings against me as regards compliance with securities laws or disciplinary action taken by the Securities and Exchange Board of India or the Indian stock exchanges;
8. past cases where penalties have been imposed by any statutory or regulatory authority;
9. show cause notices issued by any statutory or regulatory authorities against me;
10. no legal notices, claims or other threatened proceedings against me;
11. no defaults in connection with any contractual, statutory or regulatory requirements in connection with any facilities as availed of from any bank/s or financial institution/s;
12. no defaults in connection with dues towards instrument holders like debenture holders, fixed deposits, and arrears on cumulative preference shares/ other liabilities
13. no outstanding payment of statutory dues.

The details provided in **Annexure A** hereto have been verified by me, and are factual, up to date, complete and accurate. I further state that I have not been:

- (a) prohibited or debarred from accessing the capital market or from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court and no penalty has been imposed in the last five financial years including any outstanding action by any of the capital market regulators (including the SEBI) in India or abroad. Further, I am not and was not a promoter, director or person in control of any other company which is prohibited from or debarred from accessing the capital market or from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court;
- (b) subject to any penalties to disciplinary action or investigation by the SEBI or the stock exchanges, nor has any appropriate regulatory or legal authority found any probable cause for enquiry, adjudication, prosecution or other regulatory action;
- (c) found to be non-compliant with securities laws;

UMESH UTTAMCHANDANI

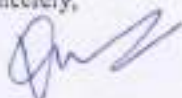
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It is further confirmed that neither I nor any of the entities with which I was associated as director/promoter/partner/proprietor have been declared wilful defaulters or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the Reserve Bank of India by any bank and my name has not appeared in the past and is not presently appearing in the Wilful Defaulters List as per the most recently updated database of the Credit Information Bureau (India) Limited, "CIBIL Website" or other authorities either in the past or present and not a fugitive economic offender. I confirm that any changes to the above will immediately be intimated to the Book Running Lead Manager(s) to the IPO, till the date on which the securities of the Company to be Offered pursuant to the IPO, start trading on the stock exchange/s. In the absence of any communication from me, you may assume that there is no change in respect of the matters covered in this certificate.

This certificate may be relied upon by the Book Running Lead Manager to the Issue and the legal counsel to the Issue. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the IPO related offer documents.

I hereby indemnify and agree to keep indemnified, saved, defended and harmless the Book Running Lead Manager and the legal counsel to the proposed Issue of the Company and all persons claiming under them ("**Indemnified Persons**"), from and against all losses and/or damages arising as a result of the aforementioned representations made by me in order to disclose details of the same in the Offer Documents including the Red Herring Prospectus, the Prospectus, the Preliminary International Wrap/Offering Memorandum, the Abridged Prospectus and any other addendum thereto (together referred as "**Offer Documents**"), for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the Book Running Lead Manager and/or the legal counsel to the Issue as a result of any statements, representations, assurances, confirmations hereinafter given being untrue.

Yours sincerely,



Name: Umesh Uttamchandani
DIN: 07496423
Designation: Promoter

Cc:

The Book Running Lead Manager ("BRLM")
Pantomath Capital Advisors Private Limited
Pantomath Nucleus House Saki - Vihar Road,
Andheri (East), Mumbai 400 072, Maharashtra, India

Legal Counsel to the Issue
Messrs. Kanga and Company, Advocates and Solicitors
Readymoney Mansion,
43, Veer Nariman Road,
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Annexure A

TO WHOMSOEVER IT MAY CONCERN

Date: 29th August 2025

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 2/-each (the "Equity Shares") of Dev Accelerator Limited (the "Company") (the "Issue" or "IPO")

Based on the review of the notices, pleadings, orders/judgments/awards/decrees, applications and other documents as further detailed in the list of documents enclosed hereto please find herein below details of all pending legal/arbitral/statutory and/or regulatory proceedings initiated by or against Mr. Umesh Satishkumar Uttamchandani, along with the amounts involved and the current status thereof.

A. Civil proceedings against Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	N.A.

B. Criminal proceedings against Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	N.A.

C. Arbitral proceedings against Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.

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Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
2.	NIL	NIL	NIL	NIL	NIL	N.A.

D. Tax proceedings against Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	N.A.

E. Civil proceedings by Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	N.A.

F. Criminal proceedings by Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	N.A.

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G. Arbitral proceedings by Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.

H. Tax proceedings by Umesh Uttamchandani

Sl No.	Parties to the Proceedings Suit etc. Number (if any)	Forum	Details of the relief/prayers/claims along with details of any orders/decrees/directions passed in the matter, (including any interim relief granted and/or applied for).	Amount involved	Current Status of the Matter	Copies of Pleadings, Orders and motions annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	N.A.

I. Proceedings initiated for economic offences (Including past cases if found guilty):

Sl No.	Date of the relevant Notice / Order and Reference No.	Name of the Statutory Regulatory Authority	Details of allegations, findings and action taken	Response, if any	Amount of penalty imposed, if Any	Current Status of the Matter	Copies of the Notice / Order and related responses and correspondence annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	NIL	N.A.

J. Adverse findings against Umesh Uttamchandani as regards compliance with securities laws, any disciplinary action taken by the Securities and Exchange Board of India or the Indian stock exchanges; or any securities law regulator in any other jurisdiction:

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Sl No.	Date of the relevant Notice / Order and Reference No.	Name of the Statutory Regulatory Authority	Details of allegations, findings and action taken	Response, if any	Amount of penalty imposed, if Any	Current Status of the Matter	Copies of the Notice / Order and related responses and correspondence annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL/	NIL	N.A.

K. Details of the past cases in which penalties were imposed by the statutory or regulatory authorities:

Sl No.	Date of the relevant Order and Reference No.	Name of the Statutory Regulatory Authority	Grounds for imposing Penalty and Details of Penalty Imposed	Amount of penalty	Copy of the penalizing order and Proof of Payment annexed as:
1.	NIL	NIL	NIL	N.A.	N.A.

L. Show Cause Notices issued against Umesh Uttamchandani

Sl No.	Date of Notice and Reference No.	Name of the Statutory /Regulatory Authority Issuing the Show Cause Notice	Details of Allegations made in the Notice	Response to the Notice	Amount involved, if Any	Current Status of the Matter	Copies of the Show Cause Notice and related responses and correspondence annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	NIL	N.A.

M. Litigation/ proceedings initiated, and, legal action taken, by any Ministry or Department of the Government or a statutory authority, during the last five years immediately preceding the year of the Issue of the proposed prospectus, and directions received in connection therewith:

Save as follows, I have not been party to any litigation or legal action taken by any Ministry or Department of the Government or a statutory authority, during the last five years immediately preceding the year of the Issue of the proposed prospectus, nor have any directions been received in connection therewith:

Initiated by	Proceedings/ legal action in connection with	Outcome of proceedings/ legal action	Date of relevant proceedings/ legal action	Directions received by the relevant authority	List of supporting documents as annexed to this certificate
NIL	NIL	NIL	NIL	NIL	N.A.
NIL	NIL	NIL	NIL	NIL	N.A.

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N. Legal Notices and Other Threatened Legal Proceedings initiated against Umesh Uttamchandani

Sl	Date of Notice and Reference No.	Name of the Party serving the Notice	Details of Allegations made in the Notice	Response to the Notice	Amount involved, if Any	Current Status of the Matter	Copies of the Notice and related responses and correspondence annexed as Annexure
1.	NIL	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	NIL	N.A.

O. Non-payment of statutory dues:

Sl	Relevant Provision and Statute / Regulation / Rule	Nature of Due	Amount involved	Interest / penalty, if any	Date on which payment was due	No. of Days of Delay	Reasons for non-payment	Action if any taken by the relevant regulator	Copies of Communication, if any with the relevant statutory/regulatory authority
1.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	N.A.
2.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	N.A.

Yours sincerely,



Name: Umesh Uttamchandani

DIN: 07496423

Designation: Promoter

Cc:

The Book Running Lead Manager ("BRLM")
Pantomath Capital Advisors Private Limited
Pantomath Nucleus House Saki - Vihar Road,
Andheri (East), Mumbai 400 072, Maharashtra, India

Legal Counsel to the Issue
Messrs. Kanga and Company, Advocates and Solicitors
Readymoney Mansion,
43, Veer Nariman Road,
Fort, Mumbai - 400 001.