

**UNDERTAKING ON THE LETTER HEAD OF UNLISTED PUBLIC
LIMITED COMPANIES**

We FSL ELECTRONICS LIMITED , an unlisted Public Limited Company incorporated under the Companies Act, 1956, (hereinafter called “**the Company**”) are desirous to admit our equity shares for dematerialization with Central Depository Services (India) Limited (hereinafter called “**CDSL**”).

We hereby confirm and undertake:

1. That the Company shall at all times ensure that the provisions of the Companies Act 2013, Securities and Exchange Board of India Act, 1992 and SEBI (Depositories and Participants) Regulations 1996 and all other applicable Rules and Regulations including those made by SEBI from time to time relating to the admission/issuance allotment, transfer, dematerialization and rematerialization etc., are duly complied with and shall further ensure that the Company duly observes and performs all its obligations there under.
2. The Company shall regularly and diligently reconcile its dematerialized and physical securities and shall in particular ensure that the aggregate of (i) the dematerialized securities (in all depositories taken together) and (ii) those held in physical form and those pending dematerialization does not exceed the issued capital of the Company.

The Company agrees, declares and confirms that the reconciliation of its securities (including dematerialized securities) is the sole obligation of the Company and its RTA, if any, and the Company shall not look to CDSL or hold CDSL liable or responsible in this behalf.

3. The Company agrees and undertakes to indemnify and keep indemnified and harmless CDSL, its Directors and employees, from and against any and all liability resulting from claims, demands, penalties, suits and judgements and all costs, charges and expenses relating thereto as a result of a breach by the Company of its covenants as stated hereinabove.

Yours faithfully,

For FSL ELECTRONICS LIMITED

Name : VINAY MURARKA
Designation : DIRECTOR
DIN : 00226689