Rawal & Co.

(Company Secretaries)

Office: 6th Floor, GSC tower, B-Wing, Sector 30, Gurugram-122001

Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

To,
The Board of Directors
Flywings Simulator Training Centre Limited,
Ground Floor, Killa No. 13, Begampur Khatola,
Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001

Subject: Compliance Certificate under regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the preferential issue of up to 29,87,760 (Twenty-Nine Lakhs Eighty-Seven Thousand Seven Hundred Sixty Only) warrants, each convertible into, or exchangeable for, 01(One) fully paid-up Equity Shares of the Company at an issue price of Rs. 245/- (Rupees Two Hundred and Forty-Five Only).

Dear Sir / Madam,

In connection with the proposed preferential issue and allotment of 29,87,760 (Twenty-Nine Lakhs Eighty-Seven Thousand Seven Hundred Sixty Only) warrants, each convertible into or exchangeable for 1 (one) fully paid-up Equity Share of the Company of face Value ₹ 10/- (Rupees Ten only) ("Warrant") at an issue price of ₹245/- per Warrant (Rupees Two Hundred Forty-Five Only) (including a premium of ₹235/- {Rupees Two Hundred and Thirty Five only}) to the persons/entities belonging to the "Promoter & Other Public Shareholders" for an aggregate amount of up to **Rs.73,20,01,200/-**, (Rupee Seventy-Three Crore Twenty Lakhs One Thousand Two Hundred only) at a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations,2018 as approved by the Board of Directors of the Company in their meeting held on November 05, 2026 subject to the approval of the shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited ("**NSE**") and any other regulatory authority.

Further, in terms of the requirements of Regulation 163(2), of Chapter V of the SEBI ICDR Regulations, we hereby certify that the proposed preferential issue is in accordance with the applicable provisions of the SEBI ICDR Regulations, 2018 and Companies Act, 2013.

This certificate is addressed to and provided to the Company solely for being made available on the website of the Company to facilitate online inspection by the members and/or submission to the NSE/ /NSDL/ CDSL/ Ministry of Corporate Affairs to comply with the requirement of the SEBI ICDR/ Other SEBI Regulations/ the Act and should not be used by any other person or for any other purpose.

Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. 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 Rawal & Co.
(Company Secretaries)

VIVEK RAWAL
Digitally signed by VIVEK RAWAL
Date: 2026.11.05 15:34:29 +05'30'

Vivek Rawal
Membership No. 43231
CP No. 22687
Peer Review Number: 5722/2024

UDIN: A043231H002163734
Date: November 05, 2026
Place: Gurugram