

KANUNGO AGRAWAL & CO.

A firm of Company Secretaries



Praveen Kanungo

B.Sc, ACS

Neetu Agrawal

B.Com, ACS

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors
Vaswani Industries Limited,
Bahesar Road, Near Cycle Park, Village Sondra,
Siltara Phase II, Raipur (C.G) Pin - 493221

Subject: Certificate of Practising Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 13,46,153 equity shares of the Company having face value of Rs.10 (Rupees Ten) each, on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir/Madam,

We, Kanungo Agrawal & Co., Practising Company Secretaries have been appointed by Vaswani Industries Limited (hereinafter referred to as 'Company'), having CIN L28939CT2003PLC015964 to confirm and certify that the proposed preferential issue of 13,46,153 equity shares of the company having face value of Rs.10 (Rupees Ten) each to the proposed Allottee, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder, subject to the approval of the members of the Company through this AGM:

S.No.	Details of Proposed Allottees and PAN	Category of Proposed Allottees	Number of Equity Shares	Consideration (Rs.)
1.	Kushal Vaswani Vaswani Vatika, Opp Gourav Garden, VIP Road, Amlihdih, Raipur (C.G)-492001	Promoter	13,46,153	6,99,99,956
Total			13,46,153	6,99,99,956

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be uploaded in the websites of the Company at www.vaswaniindustries.com alongside the AGM

sent to the members of the company for their consideration and necessary approval to the issue of shares on preferential basis . This certificate shall also be opened for inspection at the registered office of the Company during business hours on all working days between 10:00 A.M. at 5:00 P.M.

Managements' Responsibility

The compliance with the aforesaid and relevant SEBI ICDR Regulations and the Act for the preferential issue of equity shares and preparation of the notice of AGM, including its content is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or stock exchange(s).

In terms of the Articles of Association of the Company and in terms of the SEBI ICDR Regulations, the management of the Company has also obtained a valuation report from an independent registered Valuer, namely CA Nitin Goyal, IBBI Registered Valuer (Securities & Financial assets) to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue.

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the equity shares to the proposed allottee as mentioned above, is being made in accordance with the requirements of the SEBT ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the SEBI ICDR Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. Verified that all the present equity shares are fully paid up.
2. Reviewed and verified the draft notice of AGM, inter alia, seeking approval of the members of the Company for the preferential issue of above said equity shares.

3. Noted that the relevant date for proposed preferential issue is August 21, 2024.
4. On the basis of documents produced before us and undertaking produced by proposed allottee, we certify that the proposed allottee has/ have not sold any equity shares of the Company during the ninety (90) trading days preceding the relevant date.

Further, none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the ninety (90) trading days preceding the relevant date.

5. The requirements of lock-in of pre preferential shareholding is not applicable as proposed allottee does not have any pre-preferential holding in the company.
6. On the basis of documents produced before us and undertaking produced by the proposed allottee belonging to promoter group, we certify that the proposed allottee belonging to promoter(s) or the promoter group is not ineligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations, 2018.
7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Sections 24 and 62 of the Companies Act 2013 and Rule 41 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
8. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company. It is further confirmed that AOA of the Company does not require the price of the equity shares of the Company for preferential issue to be determined through valuation.
9. The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) as well as on BSE Limited. The price of shares of the company taking into consideration Ninety (90) trading days volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India preceding the relevant date is Rs 50.39 and Ten (10) trading days' volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India preceding the relevant date is Rs 51.51. In terms of valuation report from an independent registered valuer, the minimum issue price of the equity shares to be allotted pursuant to the preferential issue is Rs.51.51. Accordingly, issue price has been decided at Rs. 52.00 which is higher than the minimum issue price as prescribed by the SEBI ICDR Regulations and the valuation report.
10. Verified the Permanent Account Number of proposed allottee subscribing to the preferential issue from the copy of PAN card.
11. The total allotment to the allottee ~~or allottees acting in concert~~ in the present preferential issue or in the same financial year i.e. 2024-25 is less than 5% of the post issue fully diluted share capital of the Issuer and there will be no change in control.

Conclusion

Based on our examination above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee, we hereby state that the proposed preferential issue of equity is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue and listing thereof and should not be used by any person or for any other purpose, Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

For, Kanungo Agrawal & Co.
Company Secretaries

Sd/-

Praveen Kumar Kanungo

Partner

ACS No. 23614

CP No. 8461

UDIN: A023614F001043567

Date:26.08.2024

Place: Raipur