

COMPLIANCE CERTIFICATE

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

To
The Board of Directors
Hari Govind International Limited
125, Wardhman Nagar
Nr. Radha Krishna Mandir,
Nagpur - 440008

I/We SPSN AND ASSOCIATES, Practicing Company Secretaries have been appointed *vide* by Letter dated 07-October-2025 by **Hari Govind International Limited** (hereinafter referred to as ‘Company’), having CIN L99999MH1989PLC050528 and having its Registered Office at 125, Wardhman Nagar Nr. Radha Krishna Mandir Nagpur- 440008 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as “Regulations”).

With reference to the Board meeting held on 16th August, 2025 for Allotment of 6,67,500 (Six Lakhs Sixty-Seven Thousand Five Hundred) equity shares of face value of ₹10/- each at an issue price of ₹10/- per equity share on a preferential basis to the Non- Promoters.

The Board of Directors in its BM held on May 14, 2025 has approved to issue and allot 37,75,000 equity shares on preferential basis to promoters and non-promoters. The Company has received approval from members of the company on June 13, 2025 regarding issuance of shares through Preferential issue and has received in principal approval from BSE dated July 30, 2025.

The Board Meeting for the allotment 6,67,500 equity shares was consequently conducted on August 16, 2025, however as per Regulation 170(1) of the SEBI (ICDR) Regulations, 2018, the allotment shall be completed within a period of fifteen days the allotment was made on 16/08/2025, i.e. a delay of 2 days.

The company could not make the allotment within 15 days from receiving in principal approval from BSE. Hence in accordance with regulation 170(2) of SEBI (ICDR) Regulations, 2018 the Board subject to the approval of member’s in the EGM hereby approves the ratification of member’s resolution to be held on November 03, 2025 for allotment of 6,67,500 equity shares.

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 aforesaid Regulations, we 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:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors dated 07 October, 2025.
- iv. **List of Proposed Allottees;**

Sl. No	Name of the Proposed Allottee	Identity of the Ultimate Beneficial Owners*	*No. & % of Equity Shares held prior to the Preferential Allotment		No. of Equity Shares to be issued and allotted	#No. & % of Post issue Equity and voting share capital (Assuming full allotment of Equity Shares)		SPA shares	No. & % of Post issue Equity and voting share capital \$[Assuming completion of acquisition of 30,00,000 equity shares in accordance with the share purchase agreement ("SPA")]	
			No. of equity shares	% age	No. of equity shares	No. of shares	% age	No. of equity shares	No. of shares	%age
	Non Promoters									
3	Kavicharla Kasi Ratnam	Not Applicable	NIL	N.A	3,00,000	3,00,000	3.52	NIL	3,00,000	3.52
4	Kavicherla A S V Ramana	Not Applicable	NIL	N.A	2,50,000	2,50,000	2.93	NIL	2,50,000	2.93
8	Ajit Kumar	Not Applicable	NIL	N.A	30,000	30,000	0.35	NIL	30,000	0.35
9	Sameep Satish Uchil	Not Applicable	*50,000	0.64	87,500	1,37,500	1.61	NIL	1,37,500	1.61
	Total				6,67,500	6,67,500			6,67,500	

*Pre issue shareholding is as on 14th August, 2025.

- v. The relevant date in accordance with Regulation 161 is 03-October-2025. As on the relevant date for the purpose of said minimum issue price was Rs.10 (Rupees Ten) each;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date; The entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date

up to a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations.

- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date; ***Not Applicable***.
- ix. Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
- x. Draft notice of Extra Ordinary General Meeting, Explanatory Statement and Shareholders Agreement :
 - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment. ***(Not applicable)***
 - c. to verify the lock-in period as required under Regulation 167 of the Regulations
 - d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 10 (Rupees ten) per share;
- xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them; ***(not applicable)***
- xiii. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares;
- xiv. Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed; ***(not applicable)***
- xv. Verified the relevant statutory records of the company to confirm that:
 - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.

- b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

Additional verification in case of preferential issue of shares of companies having stressed assets as per Regulation 164A (not applicable).

- xvi. disclosures w.r.t. the defaults relating to payment of interest/ repayment of principal amount on loans in terms of SEBI Circular dated November 21, 2019; ***Not applicable***
- xvii. The Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019; ***Not applicable***
- xviii. credit rating report of the financial instruments that it has been downgraded to “D”; ***Not applicable***
- xix. Agreement(s)/documents related to arrangement for monitoring the use of proceeds by a public financial institution or by a scheduled commercial bank, which is not a related party to the Company. ***Not applicable***

Opinion:

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on my/our examination of such information/documents and explanation furnished to me/us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

**For SPSN AND ASSOCIATES,
Company Secretaries**

Date: 07-Oct-2025

Place: Pune

(Partner)

Sangeeta Panchal

Membership No: F13150

Certificate of Practice No:21500

Peer Review Certificate No: 6138/2024

UDIN: F013150G001481751