

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 Members,
Hindprakash Industries Limited
301, Hindprakash House, Plot No.10/6,
GIDC, Vatva, Ahmedabad-382445,
Gujarat, India.

Dear Member(s),

Sub: Certificate of Practicing Company Secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended in relation to proposed preferential issue of 10,00,000 convertible warrants by Hindprakash Industries Limited.

I, Umesh Parikh, partner of Parikh Dave & Associates, Practicing Company Secretaries, having office at 5-D, 5th Floor, Vardan Exclusive, Next to Vimal House, Nr. Stadium Petrol Pump, Navrangpura, Ahmedabad – 380014, Gujarat have been appointed by the Board of Directors of **HINDPRAKASH INDUSTRIES LIMITED** to certify that, the proposed preferential issue of 10,00,000 convertible warrants to the following proposed allottees, is in compliance with the requirements of "Chapter V -Preferential Issue" of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations] and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder, subject to shareholders' approval.

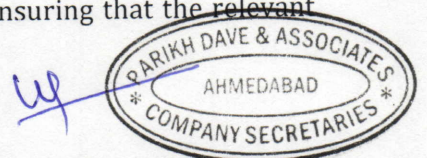
Sr. No.	Name of the Proposed Allottee(s)	Category	Number of warrants to be issued
1.	Hindprakash Global Private Limited	Promoter Group	3,50,000
2.	Hindprakash Chemicals Private Limited	Promoter Group	4,30,000
3.	Mrs. Honey Mangal	Non Promoter (Public)	2,20,000
	Total		10,00,000

As per requirement of Regulation 163(2) of the SEBI (ICDR) Regulations this certificate is required to place before the Extra-Ordinary General Meeting of the Shareholders to be held on Wednesday, July 6, 2022.

Managements' Responsibility

The compliance with the aforesaid and relevant SEBI (ICDR) Regulations and the Act for the preferential issue of convertible warrants and preparation of the Notice convening Extra-Ordinary General Meeting, 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 me for my examination are correct and complete.



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The management is also responsible for providing all relevant information to SEBI and/or stock exchange(s).

The said preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company to the allottees acting in concert, and the same shall require a Valuation Report from an Independent Registered Valuer for determining the price.

Hence, the Management of the Company has appointed CS RV Abhishek Chhajed, an Independent Registered Valuer having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad - 380001, Gujarat, India for obtaining Valuation Report in terms of Regulation 164(1) r.w. Regulation 166A(1) of SEBI(ICDR) Regulations, as amended.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI (ICDR) Regulations, as amended, it is my responsibility to provide limited assurance that the proposed preferential issue of convertible warrants to the proposed allottees as mentioned above, are being made in accordance with the requirements of "Chapter V-Preferential Issue" of the SEBI (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 aforesaid 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. Reviewed and verified the certified true copy of the resolution passed by Board of Directors of the Company at their meeting held on Thursday, June 9, 2022 approving issuance of up to 10,00,000 Convertible warrants to the proposed allottees on preferential basis for cash in accordance with the provisions of SEBI (ICDR) Regulations and other applicable laws, subject to the approval of the Members of the Company.
2. Verified that all the present equity shares are fully paid up.
3. Reviewed and verified the Draft notice convening the Extraordinary General Meeting on Wednesday, July 6, 2022, seeking approval of the members of the Company for the preferential issue of up to 10,00,000 Convertible warrants at an issue price of Rs. 82/- (Rupees Eighty Two only) per warrant each convertible into 1 (One) Equity share of face value of Rs. 10/- each at a premium of Rs. 72/- (Rupees Seventy Two only) aggregating to not more than Rs. 8,20,00,000/- (Rupees Eight Crore Twenty Lacs Only).
4. Noted that the Relevant Date is Monday, June 6, 2022, being thirty days prior to the date on which Extraordinary General Meeting to be held.
5. Confirmed that the entire pre-preferential shareholding of each of proposed allottee(s) is held in dematerialised form and the details of allottee-wise pre-preferential shareholding is given hereunder:



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Name of the Proposed Allottee(s)	Category	Holding Pre-preferential Issue	
		No. of Shares	%
Hindprakash Global Private Limited	Promoter Group	1,29,000	1.24
Hindprakash Chemicals Private Limited	Promoter Group	0	0
Mrs. Honey Mangal	Non Promoter – Public	0	0

6. With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination floor price.
7. The pricing of the Equity Shares to be allotted has been considered being higher of the following parameters:
- a. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is Rs. 81.83 (Rupees Eighty One and Paise Eighty Three only) per Equity Share
- OR
- b. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is Rs. 76/- (Rupees Seventy Six only) per Equity Share
- Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 81.83 per Equity Share which has been rounded off to Rs. 82/- per equity share. The issue price is Rs. 82/- per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.
8. It is confirmed that the required disclosures as mentioned under Regulation 163(1) of Chapter V of SEBI ICDR Regulations have been duly complied with and mentioned in the explanatory statement to the notice of ensuing Extra-Ordinary General Meeting.
9. On the basis of documents produced before me and undertaking produced by the proposed allottees, I certify that the proposed allottee have not sold/transfer/pledged any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. Monday, June 6, 2022 and till the date of execution of this certificate.
10. As per the draft Notice convening Extra Ordinary General meeting and undertaking obtained from the Company and proposed allottee the pre-preferential shareholding of the proposed allottee will be locked-in in accordance with Regulation 167 (6) of the SEBI (ICDR) Regulations and no sale of pre-preferential holding will be effected by the allottee from relevant date i.e. Monday, June 6, 2022 till lock –in period as prescribed.
11. Verified the Permanent Account Number ("PAN") of Proposed Allottees subscribing to the Preferential Issue from the copy of PAN card.



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12. It is confirmed that none of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
13. I have enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the NSE.

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to me by the Management and employees of the Company as well as proposed allottees, I hereby state that the proposed preferential issue of warrants is being made in accordance with the requirements of the Chapter V 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 of warrants and listing thereof and should not be used by any person or for any other purpose. Accordingly, I 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 my prior consent in writing.

FOR PARIKH DAVE & ASSOCIATES
Company Secretaries

ICSI Unique Code No.: P2006GJ009900

Peer review Certificate No.: 796/2020



A handwritten signature in blue ink, appearing to read "Umesh", with a horizontal line underneath it.

UMESH PARIKH
PRACTICING COMPANY SECRETARY
Partner

Place : Ahmedabad
Date : 10-06-2022

FCS No.:4152 C. P. No.: 2413
UDIN: F004152D000483565