

Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM,FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
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To

The Board of Directors

Sudarshan Chemical Industries Limited

7th Floor, Eleven West Panchshil, Survey No. 25,
Near PAN Card Club Road, Baner, Pune – 411 069,
Maharashtra, India

Sub: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 9,80,000 equity shares and/or warrants convertible into equivalent number of equity shares of the face value of Rs. 2/- each on Preferential Basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir / Madam,

I, Jayavant Bhagwan Bhavé, Proprietor of J. B. Bhavé & Co., Company Secretaries, having my office at 9, Karan Aniket, Level 5, Plot No. 37, Shri Varanasi Society, Behind Atul Nagar, Off Mumbai-Bangalore Bypass, Warje, Pune 411058, Maharashtra, India have been appointed by **Sudarshan Chemical Industries Limited** ("the Company") to certify that the proposed preferential issue of 9,80,000 equity shares and/or Warrants convertible into equivalent number of equity shares of the face value of Rs. 2/- each of the Company, is in compliance with the requirements of 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 approval of Members of the Company.

Pursuant to the requirements of Regulation 163(2) of SEBI ICDR Regulations, it is my responsibility to provide limited assurance that the proposed preferential issue of the equity shares and/or warrants convertible into equivalent number of equity shares to the proposed allottee(s) as mentioned above, are being made in accordance with the requirements of 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 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:

- a) I have verified that all the present equity shares are fully paid up.
- b) I have reviewed and verified the draft notice of postal ballot, *inter-alia* seeking approval of the shareholders of the Company for the preferential issue of above said equity shares and/or warrants convertible into equivalent number of equity shares
- c) I have noted that the relevant date proposed for the preferential issue is 31st October, 2024.



- d) On the basis of documents produced before us and undertaking produced by the proposed allottee, I certify that the proposed allottee, member of the promoter and promoter group, has not sold any equity shares of the company during the 90 (ninety) trading days preceding the relevant date.
- e) Mr. Rajesh Balkrishna Rathi, the proposed allottee is holding equity shares in the Company and therefore, requirement of lock-in of pre-preferential shareholding in accordance with Regulation 167(6) of SEBI ICDR Regulations is applicable and is being complied and that there is no sale/ pledge of the said pre-preferential holding.
- f) The entire pre-preferential holding of 4,050,359 equity shares (i.e. 5.85%) of Mr. Rajesh Balkrishna Rathi, proposed allottee is held in dematerialised form.
- g) The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Mr. Rajesh Balkrishna Rathi	IN301549 18684102	4,050,359 (5.85%)	31.10.2024	31.12.2026	Shareholding is not pledged	Shareholding is not pledged

(*) client id/ folio no in case allottee hold the securities in physical form

- h) The proposed allottee belonging to the promoter and promoter group is not ineligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations.
- i) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Companies Act 2013 and Rule 14 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.

The proposed preferential issue is being made in compliance with the Memorandum of Association (MOA) and Article of Association (AOA) of the company. As per Clause 12 of Articles of Association, the price of equity shares is to be determined by the valuation report of the registered valuer. Accordingly, the Company has obtained a valuation report from an independent registered valuer, Mr. Amod Vaze (Registration No. IBBI/RV/06/2019/11825).

The Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, and therefore the Company is not required to obtain a valuation report as per the provisions of SEBI ICDR Regulations, 2018 from an independent registered valuer and consider the same for determining the price for this purpose.



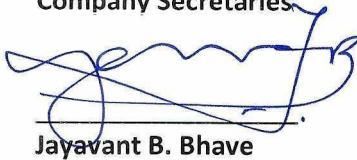
- j) The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding Ninety (90) trading days prior to the relevant date on National Stock Exchange of India Limited.

Ninety (90) trading days' volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India Limited (NSE) preceding the relevant date is Rs. 1019.65. Ten (10) trading days' volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India Limited (NSE) preceding the relevant date is Rs. 993.55. In terms of the valuation report received from an independent registered valuer, the minimum floor price is Rs. 1019.65. Accordingly, **the minimum issue price shall be Rs. 1019.65.**

- k) I/We have verified the Permanent Account Number and other relevant details of the proposed allottee subscribing to the preferential issue.
- l) The total allotment to the allottee 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.

Based on my examination, as above and the information, explanations and written representation provided by the management and employees of the Company as well as proposed allottee(s). I hereby state that the proposed preferential issue of equity shares and/or warrants convertible into equivalent number of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

For J. B. Bhavé & Co.
Company Secretaries



Jayavant B. Bhavé
Proprietor
FCS: 4266 CP: 3068



PR No. 1238/2021
UIN: S1999MH025400
UDIN: F004266F001840320

Date: 31st October, 2024
Place: Pune