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P.C. JAIN & CO.
Company Secretaries
(Corporate Law & Insolvency Resolution Advisor)

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To
The Board of Directors
SPS International Limited
Plot No. 15/1, Ground Floor Main Mathura Road,
Faridabad, Faridabad, Haryana, India, 121003

In connection with the proposed preferential issue of 5,50,000 fully paid-up equity shares of face value of Rs. 10/- each ("Equity shares"), at an issue price of Rs. 18.50/- (including a premium of Rs. 8.50/-) per equity share to Promoter Group category (Equity shares are hereinafter collectively referred to as the "Securities") of SPS International Limited ("the Company") (hereinafter referred to as "Preferential Issue"), the Company is required to obtain a certificate from Practicing Company Secretary confirming that the proposed preferential issue is being made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

Accordingly, this Certificate is being issued under the ICDR Regulations.

Management Responsibility:

The Management of the Company is responsible for ensuring compliance with the requirements of the ICDR Regulations detailed as follows:

- Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue of Securities;
- Determination of the minimum price of Securities in terms of Regulation 165 of the ICDR Regulations; and
- Compliance with the conditions/ requirements of the ICDR Regulations and the Companies Act, 2013.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance with the applicable provisions of the ICDR Regulations, we have examined the following limited documents/information as provided by the Company and available on the date of this certificate:

- Certified copy of Board Resolution dated 20th August 2024 approving Preferential Issue;
- Obtained Transaction Statement and/holding Statements and confirmation from Company/RTA stating that the Proposed Allottees have not traded/sold/transferred any equity shares of the Company during the period commencing from 90 trading days prior to relevant date i.e. 20th August 2024.
- Confirmation from the Company that:
 - The Board of Directors of the Company has decided 20th August 2024, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is to be held i.e. 24th September 2024, to consider and approve the Preferential Issue;
 - The Company has determined the minimum price of securities in terms of Regulation 165 of the ICDR Regulations based on the Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares;
 - The Company has obtained Permanent Account Number of Proposed Allottees;



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- iv. None of the proposed allottees belonging to the promoter(s) or the promoter group is ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
- v. The pre-preferential shareholding of proposed allottee(s), wherever applicable has been locked in accordance with Regulation 167(6) of ICDR Regulations;
- vi. The Proposed allotment of securities shall be made in dematerialized form;
- vii. The Post allotment shareholding of the Proposed Allottees shall be locked in as per the requirements of the ICDR Regulations;
- viii. The Proposed Allottees have not sold any equity shares of the Company during ninety trading days preceding the Relevant Date (Relevant Date being 20th August 2024);
- ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company 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 Securities and Exchange Board of India thereunder;
- x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the proposed Preferential Issue;
- xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (BSE Ltd.) and the Depositories (i.e. NSDL/ CDSL).

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of ICDR Regulations.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give a certificate based on our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. Our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of the proposed preferential issue and should not be used by any other person or for any other purpose.

Date: 20-08-2024
Place: Faridabad
UDIN: F004103F001003200



For P. C. Jain & Co.
Company Secretaries
(ERN: P2016HR051300)

A handwritten signature in blue ink, appearing to read "P.C. Jain".

(P.C. Jain)
Managing Partner
COP No: 3349
M. No: 4103