



(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

SWASTI VINAYAKA SYNTHETICS LIMITED

ADDRESS: J-15, M.I.D.C., TARAPUR, BOISAR, THANE – 401506.

I Sandeep Dar, Practicing Company Secretary have been appointed by Swasti Vinayaka Synthetics Limited (hereinafter referred to as '**Company**'), having CIN: L99999MH1981PLC024041 and having its Registered Office at J-15, M.I.D.C., Tarapur, Boisar, Thane – 401506 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, (here in after referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of 8040 (Eight Thousand and Forty) Equity shares with face value of Rs. 1/- (Rupees One) each, fully paid up on a preferential basis with an issue price of Rs. 08 (Rupees Eight) each/- including premium of Rs. 07/- (Rupees Seven) ('**Proposed Preferential issue**'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on August 25, 2022.

On the basis of the relevant management inquiries, necessary representations and information 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:

- 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;
- iv. Name of the Proposed Allottee;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was August 24, 2022;
- vi. The List of shareholders:
 - 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 dematerialized 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;
- viii. Noted that there were no dealing in the Equity Shares of the Company by the proposed allottee, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- ix. Permanent Account Numbers of the proposed allottee;
- x. Draft notice of General Meeting and Explanatory Statement:
 - 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 lock-in period as required under Regulation 167 of the Regulations.
 - c. 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. 7.15/- .
- xii. Confirmed that Valuation Report of Independent Registered Valuer is not required for the aforesaid preferential issue;
- xiii. 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.
 - 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 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 Board there under.

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

For Sandeep Dar & Co.

Sandeep Dar
Proprietor
FCS: 3159
C.P No.: 1571
UDIN: F003159D000913299
Peer Review Cert. No. 1642/2022

Date: September 05, 2022

Place: Navi Mumbai