



# MANJU BALA & ASSOCIATES

## Company Secretaries

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### 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)

The Members of

M/s SHIVAM AUTOTECH LIMITED

(CIN: L34300HR2005PLC081531)

10, 1st Floor, Tower A, Emaar Digital Greens,  
Sector - 61, Golf Course Extension Road,  
Gurugram- 122102

**Subject:** 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 by M/s Shivam Autotech Limited

Dear Member(s),

I, Manju Bala, Prop. M/s Manju Bala & Associates, Company Secretaries, was appointed by the Board of Directors of M/s Shivam Autotech Limited ("the Company") to certify that, the proposed preferential issue of **Rs. 120 Crores** Optionally Convertible Debentures (OCDs) to the proposed allottee, **M/s. Alpha Alternative Structured Credit Opportunities Fund**, 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.

As per requirement of Regulation 163(2) of the SEBI (ICDR) Regulations this certificate is to be circulated with postal ballot.

#### Managements' Responsibility

The compliance with the aforesaid and relevant SEBI (ICDR) Regulations and the Act for the preferential issue of Optionally Convertible Debentures (OCDs) and preparation of the Postal Ballot Notice, 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.

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 hence, the same require a Valuation Report from an Independent Registered Valuer for determining the price.

The Management of the Company has obtained a Pricing Certificate from us in terms of Regulation 164(4) 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 Optionally Convertible Debentures (OCDs) 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. Verified that all the present equity shares are fully paid up.
2. Reviewed and verified the Postal Ballot Notice with voting commencement date Tuesday, 02<sup>nd</sup> December, 2025 [9:00 A.M] and end date Wednesday, 31<sup>st</sup> December, 2025 [5:00 P.M] seeking approval of the members of the Company for the preferential issue of upto Rs. 120 Cr Optionally Convertible Debentures (OCDs).
3. On the basis of documents produced before me, the proposed allottee doesn't hold any pre-preferential shareholding in the company. Hence, there is no applicability of lock in period for proposed allottee in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018.
4. As the proposed allottee doesn't hold any pre-preferential shareholding in the company. There is no applicability of sell/ transfer/ pledge of any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. Monday, 01<sup>st</sup>





December, 2025 and till the date of execution of this certificate. Further, the proposed allottee(s) is/ are not promoter/ promoter group entity.

5. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the company. With respect to compliance with the minimum issue price for securities to be issued on preferential basis and in accordance with sub-regulation (4) 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.
6. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 164(5) "frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.
7. In terms of Regulation 164(4) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued to qualified institutional buyers, shall be made at a price not less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.
8. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 71 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.
9. As per the Postal Ballot Notice issued for approval of shareholders and undertaking obtained from the Company, proposed allottee does not hold any pre-preferential shareholding in accordance with Regulation 167(6) of the SEBI (ICDR) Regulations. Hence, there is no applicability of any sale of pre-preferential holding by the allottee from relevant date i.e. Monday, 01st December, 2025 till lock -in period as prescribed.
10. Verified the Permanent Account Number ("PAN") of Proposed Allottees subscribing to the Preferential Issue from the copy of PAN card.
11. It is confirmed that none of the proposed allottees belong to promoter(s) or the promoter group.





12. 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.

13. The total allotment to the allottee(s) acting in concert in the present preferential issue in the same financial year is more than 5% of the post issue fully diluted share Capital of the issuer.

### **Conclusion**

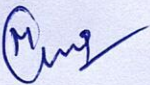
Based on my examination, as above and the information, explanations and written representation provided to me by the Management and employees of the Company as well as proposed allottees, I hereby state that the proposed preferential issue of OCDs is being made in accordance with the requirements of 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 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.

Regards,

For and on Behalf of  
**M/s Manju Bala & Associates**  
Company Secretaries



**Manju Bala**  
(Prop.)

**M. No. FCS 7880**

**CP No. 8813**

**Peer Review No.: 1687/2022**

**UDIN: F007880G002132519**



**Date: 01.12.2025**

**Place: New Delhi**