



**Vikas Verma & Associates,
Company Secretaries**

To,
Board of Directors
HARDWYN INDIA LIMITED
Flat No. B-502, 5th Floor, B-wing,
Statesman House 148, Barakhamba Road,
Connaught Place New Delhi - 110001 IN

Dear Sir,

Sub: Compliance Certificate on Compliance with proposed preferential issue of 1,09,99,995 equity shares by Hardwyn India Limited in terms of Chapter V of SEBI (ICDR) Regulation, 2018

We, Vikas Kumar Verma & Associates Practicing Company Secretary, having Office at Delhi, have verified the relevant records and documents of "HARDWYN INDIA LIMITED" (The Company) with respect to the proposed issue of 1,09,99,995 (One Crore Nine Lakh Ninety Nine Thousand and Nine Hundred and Ninety Five) Equity Shares with face value of INR 10/- each at an issue price of INR 320.4129/- on preferential basis for consideration other than cash by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID & Client id *	Qty	Lock-in details	
			From	To
Atul Jain	IN302994 & 10076040	97,500	23/01/2023	30/08/2023
Mehar Raj Singh Chadha	12081800 & 41454300	2,851	23/01/2023	30/08/2023
Rajender Agarwal	IN301862 & 60306131	402	23/01/2023	30/08/2023

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

- 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.

Office Address:- B-502, 5th Floor, Statesman House, 148, Barakhamba Road, New Delhi – 110001

Firm Registration No:- **P2012DE081400**, Udyog Aadhaar Number:- **DL03D0019626**

GST No.:- **07AAOFV2342L1ZR**, Peer Review Certificate No.**899/2020**

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Website:- www.vvanda.com



- d) 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 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.
- e) 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. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."
- f) Post the present preferential issue, the total allotment of the issuer in the same financial year i.e. 2022-2023 is *more than 5% of the post issue fully diluted share capital of the issuer.*

**For & on behalf of
Vikas Verma & Associates
Company Secretaries
FRN: P2012DE081400**

**Date: 20/01/2023
Place: New Delhi
UDIN: F009192D003024017**

**Vikas Kumar Verma
Managing Partner
M.No. F9192
C.P.No. 10786**