



COMPLIANCE CERTIFICATE

(Pursuant To Regulation 163(2), Part II of Chapter V of Sebi (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/ modification thereof)

To,
Gujarat Hy - Spin Limited
CIN: L17110GJ2011PLC063898
P. O. BOX NO. 22, GUNDALA ROAD,
GONDAL, RAJKOT, Gujarat, India, 360311

We, Pooja Gala & Associates, Practicing Company Secretary have been appointed by Gujarat Hy - Spin Limited, having CIN L17110GJ2011PLC063898 and having its registered office at P. O. Box No. 22, Gundala Road, Gondal, Rajkot, Gujarat, India, 360311 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, (hereinafter referred to as "**SEBI ICDR Regulations**").

In accordance with the Regulations, the Company has proposed an issue of **60,00,000 Equity shares on preferential basis** with face value of Rs. 10/- each, fully paid up on a preferential basis with an issue price of ₹ 40/- (Rupees Forty Only) per Equity Share, (including a premium of ₹ 30/- (Rupees Thirty Only) per Equity Share to Non-promoter as per the provisions of the SEBI (ICDR) Regulations, 2018 as amended time to time.

The proposed preferential issue was approved at the meeting of Board of Directors of the Company held on **11th September, 2025**.

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, We have verified that the Proposed Preferential Issue is being made in accordance Regulations 159, 160, 161, 163, 164, 165, 167, 168 and 169 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time 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) List of Proposed Allottees;
- iii) The relevant date in accordance with Regulations 161 of Regulations. The relevant date for the purpose of said minimum issue price i.e. 11th September, 2025.
- iv) 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 as follows:
 - ₹ 24.23 per Equity Share being the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 90 trading days preceding the relevant date; or





POOJA GALA & ASSOCIATES
Practicing Company Secretaries

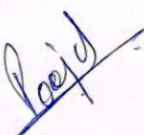
- ₹ 25.97 per Equity Share being the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date; or
- ₹ 40.00 per Equity Share being the price determined as per the valuation report issued by an independent registered valuer, in accordance with Regulation 166A of the SEBI ICDR Regulations.

The pricing of the Equity share to be allotted on a preferential basis as approved by the Board is ₹ 40/- (Rupees Forty only) per Equity share, which is not less than the minimum price of ₹ 40/- (Rupee Forty only) per Equity share, determined in accordance with Regulation 164 and 166A of the SEBI ICDR Regulations and as per the valuation report of a registered valuer.

- v) Verified the relevant statutory records of the Company to confirm that:
- a) It has no outstanding dues to the SEBI, the Stock Exchange 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 is listed i.e. BSE Limited 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 thereunder.

Based on our examination of such information/documents and explanation furnished to us by the management of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with requirements of the SEBI ICDR Regulations.

For Pooja Gala & Associates
(Practicing Company Secretary)


Pooja Amit Gala
ACS No: 69393
COP No: 25845



ICSI UDIN: A069393G001228133
Peer Review Number: 5760/2024

Date: 11-09-2025
Place: Thane