



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)

To,

The Board of Directors

Dynemic Products Limited

B-301, Satyamev Complex 1, Sarkhej-Gandhinagar Highway,
Opp New Gujarat High Court, Sola, Ahmedabad, Gujarat, 380060

We, Rupal Patel, Practicing Company Secretary, Ahmedabad, have been appointed vide by Letter dated August 01, 2023 by **Dynemic Products Limited** (hereinafter referred to as '**Company**'), having CIN: L24100GJ1990PLC013886 and having its Registered Office at B-301, Satyamev Complex 1, Sarkhej-Gandhinagar Highway, Opp New Gujarat High Court, Sola, Ahmedabad, Gujarat, 380060 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 "**Regulations**").

In accordance with the Regulations, the Company has proposed issue

- a) Upto 3,50,000 (Three lakh Fifty Thousand) fully paid-up equity shares with an issue price of Rs. 308.50/- each (Rupees Three Hundred Eight and Fifty Paise Only) Including premium of 298.50 (Rupees Two Hundred Ninety-Eight and Fifty Paise Only) **to the non-promoter persons/entities** aggregating upto Rs. Rs. 10,79,75,000 (Rupees Ten Crore Seventy-Nine Lakh Seventy-Five Thousand Only).
- b) Upto 4,00,000 (Four lakhs) Convertible Equity Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only) each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 308.50/- (Rupees Three Hundred Eight and Fifty Paise Only) Including premium of Rs. 298.50 (Rupees Two Hundred Ninety-Eight and Fifty Paise Only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs 12,34,00,000 (Rupees Twelve Crore Thirty-Four Lakh Only).

Thus, based on the assumption that all the warrants will be converted in the equity shares of face value Rs. 10/- of the Company, the Company intends to issue a maximum of 7,50,000 equity shares of face value Rs. 10/- per share at a price as determined under Regulation 164 read with Regulation 166A of Regulations.

The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on August 14, 2023.



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 issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. Memorandum of Association and Articles of Association of the Company;
2. The Present capital structure including the details of the Authorized, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
3. Resolutions passed at the meeting of the Board of Directors;
4. List of Proposed Allottees and Permanent Account Numbers of the proposed allottees.
5. The relevant date in accordance with Regulation 161 of the SEBI (ICDR) Regulations, 2018. The relevant date for the purpose of said minimum issue price was August 11, 2023;
6. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottee in the Company, if any, are in dematerialized form.
7. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the Relevant Date i.e. August 11, 2023;
8. Draft notice of Annual 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.
9. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations 164(1) and 166A of SEBI (ICDR) Regulations, 2018. 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. 308.43/- each (Rupees



Three Hundred Eight and Forty Three Paise Only) and the board of directors of the company have proposed the price of Rs. 308.50/- (Rupees Three Hundred Eight and Fifty Paise Only) which shall be the price not less than the price arrived in accordance with the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations")

10. The company has obtained Valuation Report in pursuance to regulation 166A of SEBI (ICDR) Regulations, 2018 from Independent Registered Valuer, Mrs. Sejal Ronak Agrawal, Ahmedabad, (Reg. No. IBBI/RV/06/2020/13106) to determine the price of equity shares for the purpose of issue of equity shares and convertible equity warrants and its submission to the stock exchanges where the equity shares of the Company are listed;
11. 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 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 thereunder.
12. The Proposed Allotment to the allottees is more than five percent of the post issue fully diluted share capital of the issuer, however no change in control is proposed pursuant to present preferential issue.

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 computed / calculated and/or 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 hereby certify that proposed preferential issue of equity shares and convertible equity warrants for cash consideration to the promoter/promoter group and non-promoter persons/entities is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations 2018 and any other applicable regulation for the time being force.

Date: 14.08.2023
Place: Ahmedabad



Rupal Patel

**RUPAL
PATEL**
Company Secretary
In Whole Time Practice
CP No.3803
UDIN: F006275E000802708