CS GAURAV V. BACHANI
B. Com., ACS

GAURAV BACHANI & ASSOCIATES
COMPANY SECRETARIES

Address: 308, Tilakraj Complex, In lane next to Bank of Baroda, Opp. Central Mall, Ambawadi, Ahmedabad - 380 006
Tel: 90166-14499 **Mobile:** 95-1010-6644 **E-mail:** csgauravbachani@gmail.com

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,
Shreeji Global FMCG Limited
(CIN: L51909GJ2018PLC100732)
The Spire, Office No. 1205, 150 Feet Ring Road
Near Ayodhya Circle, Rajkot, Gujarat, India – 360 006.

We, Gaurav Bachani & Associates, Company Secretaries, Ahmedabad, have been appointed by **"Shreeji Global FMCG Limited"** (hereinafter referred to as **"Company"**), vide appointment, having CIN: L51909GJ2018PLC100732, and having its Registered Office at The Spire, Office No. 1205, 150 Feet Ring Road Near Ayodhya Circle, Rajkot, Gujarat, India – 360 006, to issue this Compliance Certificate in accordance with Regulation 163(2) of the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended from time to time (hereinafter referred to as the **"Regulations"**).

In accordance with the Regulations, the Company has proposed issue of upto 22,02,280 (Twenty-Two Lakhs Two Thousand Two Hundred Eighty) Convertible Warrants **("Warrants")** of Rs. 10/- each fully paid-up, for cash consideration, on a preferential basis, with an issue price of Rs. 185/- each (including premium of Rs. 175/-) **("Proposed Preferential issue")**. The proposed preferential issue was approved at the meeting of Board of Directors of the Company held on Tuesday, 27th October, 2026.

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/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:

i. Memorandum of Association **("MOA")** and Articles of Association **("AOA)** 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. List of Proposed Allottees;
v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was Rs. 180.92/- per share;
vi. 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 allottees in the Company are in dematerialised 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. 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;

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ix. Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;

x. Draft notice of General Meeting, Explanatory Statement and Shareholders Agreement (if any):
   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 tenure of the convertible securities of the Company that it shall not exceed eighteen months from the date of their allotment. (if applicable)
   c. to verify the lock-in period as required under Regulation 167 of the Regulations.
   d. 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. 180.92/- per share;

~~xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them; (if applicable)~~

~~xiii. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; (if applicable)~~

~~xiv. Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed; (if applicable)~~

xv. 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 except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
   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 thereunder.
   ~~c. Additional verification in case of preferential issue of shares of companies having stressed assets as per Regulation 164A (if applicable)~~

~~xvi. disclosures w.r.t. the defaults relating to payment of interest/ repayment of principal amount on loans in terms of SEBI Circular dated November 21, 2019;~~

~~xvii. The Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019;~~

~~xviii. credit rating report of the financial instruments that it has been downgraded to "D";~~

~~xix. Agreement(s)/documents related to arrangement for monitoring the use of proceeds by a public financial institution or by a scheduled commercial bank, which is not a related party to the Company.~~

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.

GAURAV BACHANI & ASSOCIATES ACS 61110 C.P. 22830 COMPANY SECRETARIES

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

For, Gaurav Bachani & Associates
Company Secretaries

Gaurav V. Bachani
Proprietor
ACS: 61110
COP: 22830
FRN: S2020GJ718800
Peer Review Certificate No.: 2126/2022
UDIN: A061110H002100048

Date: 31st October, 2026
Place: Ahmedabad