

VIJAY JAIN & CO.

COMPANY SECRETARIES

To,
The Board of Directors
Shri Gang Industries & Allied Products Limited
Plot No. B-2/6 & 2/7, UPSIDC Industrial
Area Sandila Phase IV, Hardoi, Sandila,
Uttar Pradesh – 241204, India

Subject: Proposed Preferential Issue of up to 45,11,640 Compulsorily Convertible Preference Shares to the person(s)/ entities belonging to the ‘Promoter & Promoter Group’ and ‘Public’ category by Shri Gang Industries & Allied Products Limited (“the Company”) in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Dear Sir/Ma’am,

In connection with the proposed preferential issue of up to 45,11,640 Compulsorily Convertible Preference Shares (‘CCPS’) of the face value of Rs. 10/- each, to the person(s)/entities belonging to the ‘Promoter & Promoter Group’ and ‘Public’ Category, at an issue price of Rs. 76/- (Rupees Seventy-Six only), which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations and the price determined through the valuation report obtained from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106), for an aggregate amount of up to Rs. 34,28,84,640/- (Rupees Thirty-Four Crore Twenty-Eight Lakh Eighty-Four Thousand Six Hundred and Forty Only) by the Company, as approved by the Board of Directors of the Company in their meeting held on Thursday, November 14, 2024, subject to the approval of the shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India (‘SEBI’), BSE Limited (‘BSE’) and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the SEBI ICDR Regulations, we hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of SEBI ICDR Regulations, to the preferential issue.

For Vijay Jain & Company

CS Vijay Jain
Proprietor
Membership No.: A50242
CP No.: 18230
Peer Review Certificate No.: 2241/2022

Date: November 18, 2024
Place: Delhi
UDIN: A050242F002303042