

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 including any amendment/ modification thereof)

To,
The Board of Directors of
Spectrum Foods Limited
L-5M B-II, KRISHNA MARG C-SCHEME,
JAIPUR, Rajasthan, India, 302001

Subject: Certificate of Practicing Company Secretary in respect of Compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') for issue and allotment of 12,54,253 (Twelve Lakhs Fifty Four Thousand Two Hundred and Fifty Three only) equity shares of the face value INR 10/- each (Indian Rupees Ten only) at an issue price of INR 33 (Indian Rupees Thirty Three only) on preferential basis under Regulations 28(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We, **Naredi Vinod and Associates**, Practicing Company Secretaries (having Certificate of Practice No. 7994 and Peer Review No 2814/2022) have been engaged vide Letter dated Friday, 20th December, 2024 by **Spectrum Foods Limited** (hereinafter referred to as '**Company**'), having CIN: L15499RJ1994PLC008016 and Registered Office at L-5M B-II, Krishna Marg C-Scheme, Jaipur, Rajasthan, India, 302001, to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of Securities and Exchange Board of India (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 of 12,54,253 Equity Shares of face value of INR10/- each (Indian Rupees Ten only), on a preferential basis with an issue price of INR33/- (Indian Rupees Thirty Three only) each ("**Proposed Preferential Issue**"). The Proposed Preferential Issue is approved at the meeting of the Board of Directors of the Company held on Friday, 20th December, 2024.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the Management of the Company and its officers, 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, and more specifically, the following documents have been reviewed:

- I. Memorandum of Association and Articles of Association of the Company;



- II. The Present Share Capital structure including the details of the Authorized, 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 Allottee(s);
- V. Noted the relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said issue price is 17th December 2024;
- VI. The statutory registers of the Company & List of shareholders of the Company issued by Registrar and Transfer Agent (RTA) to note that the equity shares are fully paid up;
- VII. Details of buying, selling and dealing in the Equity Shares of the Company by the Proposed Allottee, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- VIII. Verified that the Company has obtained Permanent Account Number of the proposed allottee;
- IX. Draft Postal Ballot Notice along with Explanatory Statement:
 - a. to verify the disclosures 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.
- X. Computation of Issue Price of the Equity Shares to be allotted in preferential issue in accordance with Regulations. The issue price for the proposed preferential issue of the Company based on the pricing formula prescribed under these Regulations has been worked out at INR32.2/- per equity share;
- XI. Valuation Report of the Independent Registered Valuer for issuance of securities for consideration other than cash as per Regulation 163(3) of SEBI ICDR Regulations;
- XII. 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 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.

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.

Conclusion

Based on the procedures performed as mentioned above and information, explanations and representation provided by the management of the Company, nothing has come to our attention that causes us to believe that the proposed preferential issue of equity shares being made would not be in accordance with Chapter V of the Regulations.

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.

Place: Jaipur
Date: 24/12/2024

For Naredi Vinod and Associates
Company Secretaries



(Vinod Kumar Naredi)
Proprietor
FCS 11876
CP No. 7994

Peer review: 2814/2022
UDIN : F011876F003470320