

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,
STRATMONT INDUSTRIES LIMITED,
(CIN: L28100MH1984PLC339397)
Address:
Unit No.505, 5th Floor, VIP Plaza COPSL,
Veera Industrial Estate, New Link Road,
Andheri (W), Mumbai City, MH 400053, India.

Dear Sir,

We, M/s. Shravan A. Gupta & Associates having Membership No. ACS. 27484 & CP No. 9990, Practicing Company Secretary, have been appointed by the Stratmont Industries Ltd. (hereinafter referred to as 'Company') having CIN: L28100MH1984PLC339397 and having its Registered Office at Unit No.505, 5th Floor, VIP Plaza COPSL, Veera Industrial Estate, New Link Road, Andheri (W), Mumbai City, MH 400053, India., 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 connection with the proposed issuance of 2,50,00,000 (Two Crore Fifty Lakh) equity shares at an issue price of Rs. 10/- each (Face Value Rs. 10/- each) for issue of equity shares of face value of Rs. 10/- each to the promoter and directors (including PAC'S) and public subscribers aggregating to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) (Preferential Issue), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

List of Proposed Allottees:

Sr. No.	Name	Category	No of Proposed equity shares	At an issue Price of (Rs.)	Total Amount (Rs.)
1.	Mr. Vatsal Agarwaal	Promoter	1,60,00,000	10	Rs. 16,00,00,000/-
2.	M/s. Novapro Global Resources Private	Promoter (PAC)	10,00,000	10	Rs. 1,00,00,000/-

	Limited				
3.	Nexpact Limited	Public (AIF) - Registered Fund	25,00,000	10	Rs. 2,50,00,000/-
4.	Eminence Global Fund PCC	Public (AIF) - Registered Fund	27,50,000	10	Rs. 2,75,00,000/-
5.	AG Dynamic Funds Limited	Public (AIF) - Registered Fund	27,50,000	10	Rs. 2,75,00,000/-
	Total		2,50,00,000		Rs. 25,00,00,000/-

MANAGEMENT'S RESPONSIBILITY:

The Management of the Company is responsible for ensuring the compliance of the requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. Compliance with the conditions/ requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

a. Certified copy of Board Resolution dated December 21, 2023, approving Preferential Issue of 2,50,00,000 (Two Crore Fifty Lakh) equity shares at an issue price of Rs. 10/- each (Face Value Rs. 10/- each) for issue of equity shares of face value of Rs. 10/- each to the persons belongs to the Promoter and Directors (including PAC'S) and public subscribers aggregating to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) (Preferential Issue);

b. Confirmation from the Company that:

- i. The Board of Directors of the Company have decided **January 6, 2024, as the "Relevant Date"** being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., **Monday, February 5, 2024 at 3.30 p.m. (IST)**, to consider and approve the Preferential Issue;
- ii. The Company has determined the minimum price of equity shares in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;

- iii. The Board of Directors of the Company at its meeting held on December 21, 2023 approved Notice convening the General Meeting of the Company and approved the Preferential Issue respectively;
- iv. The proposed Preferential Issue is being made to Promoter and Directors (including PAC'S) and public subscribers of the Company;
- v. None of the Proposed Allottee are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
- vi. The equity shares held by the Proposed Allottee are already in dematerialized form;
- vii. the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.
- viii. The Proposed Allottees have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;
- ix. The Company 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 Securities and Exchange Board of India thereunder;
- x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the proposed Preferential Issue;
- xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

Pre-preferential holding details:

Sr. No.	Name of Allottees	No. of Shares	%	Pre-holding Lock-in Release Date
1.	Vatsal Agarwal - Promoter	22,57,652	64.54%	30-09-2024

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Our scope of work did not include verification of compliance with other requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

Same certificate is available at the website of the company at www.stratmontindustries.com - investors - Preferential issue 2023-24.

For Shravan A. Gupta & Associates

Practicing Company Secretary



Shravan A. Gupta

Membership No.: ACS. 27484

CP No.: 9990

UDIN: A027484E003138724

Peer Review Certificate No.:2140/2022

Date: December 21, 2023

Place: Mumbai

