

R M MIMANI & ASSOCIATES LLP

COMPANY SECRETARIES

COMPLIANCE CERTIFICATE

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

To,

The Board of Directors

Hemant Surgical Industries Ltd

502, 5th Floor, Ecstasy Business Park Co-Op Society Limited,

J.S.D. Road, Mulund West,

Mumbai, Maharashtra - 400080

We, R M Mimani & Associates LLP, Practicing Company Secretary, have been appointed by Hemant Surgical Industries Limited (hereinafter referred to as 'Company'), having CIN: L33110MH1989PLC051133 and its Registered Office at 502, 5th Floor, Ecstasy Business Park Co-Op Society Limited, J.S.D. Road, Mulund West, Mumbai, Maharashtra - 400080 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 the SEBI ICDR "Regulations").

The Company has proposed to issue upto 26,00,000 Equity Shares and upto 21,00,000 Warrants convertible into equivalent number of Equity Shares to be issued on a preferential basis of the Company (Proposed Preferential Issue) with the face value of Rs. 10/- each, fully paid up on a preferential basis with an issue price of Rs. 197/- each/- is in compliance with the requirements of "Chapter V - Preferential Issue" of SEBI (ICDR), Regulations, 2018. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on Wednesday, August 06, 2025.

On the basis of the relevant management inquiries, necessary representations and information received from the management of the Company, as required under the aforesaid SEBI ICDR Regulations, we have verified that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue, more specifically, the following:

- (i) Memorandum of Association and Articles of Association 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) Reviewed the statutory Registers of the Company and list of the Shareholders.
- (vi) The relevant date is in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of minimum issue price is July 31, 2025.
- (vii) The statutory registers of the Company and List of shareholders issued by RTA
 - to note that the equity shares are fully paid up.
 - all equity shares held by the proposed allottees in the Company are in dematerialised form.

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- (viii) 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;
- (ix) 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;
- (x) 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;
- (xi) 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.
- (xii) The convertible securities of the company shall not exceed eighteen months from the date of their allotment.
- (xiii) The lock-in period as required under Regulation 167 of the Regulations
- (xiv) the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- (xv) 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. 196.16
- (xvi) 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 – Not Applicable
- (xvii) Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; (if applicable) – **Not Applicable**
- (xviii) Relevant statutory records of the company to confirm that it has no outstanding dues to the SEBI, the stock exchanges 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.
- (xix) 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.

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.

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,

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we hereby certify that proposed preferential issue is being made in accordance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

For R M Mimani & Associates LLP

[Company Secretaries]

[Firm Registration No. L2015MH008300]

Manoj Mimani

Partner

C.P. No.: 11601

ACS No.: 17083

PR NO.: 1065/2021

UDIN: A017083G000951786

Place: Mumbai

Dated: August 06, 2025