



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
Vardhman Polytex Limited
Vardhman Park Chandigarh Road,
Ludhiana-141123

I, Ashwani Kumar Khanna Proprietor of M/s Khanna Ashwani & Associates, Practicing Company Secretary, having Membership No. 3254 and Certificate of Practice No. 2220, have been requested by Vardhman Polytex Limited ("the Company") to issue a certificate in connection with the proposed preferential issue of 2500 Optionally Convertible Debentures ("OCDs") of face value ₹1,00,000 each, convertible into equity shares of the Company, to certain identified investors on a preferential basis.

This certificate is issued pursuant to the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of the Companies Act, 2013, including Sections 23, 42, 62(3) and 71, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 and 18 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable statutory provisions, circulars and guidelines issued thereunder.

1. Management Responsibility

The compliance with the provisions of the applicable laws, regulations and guidelines relating to the proposed preferential issue of Optionally Convertible Debentures is the responsibility of the management of the Company, including the preparation and maintenance of all relevant records and supporting documentation.

Our responsibility is limited to examining the relevant documents and records made available to us and issuing this certificate based on such examination.

2. Scope and Basis of Verification

For the purpose of issuing this certificate, I have examined and relied upon the following documents and records provided by the Company:

1. Certificate of Incorporation and the Memorandum and Articles of Association of the Company.
2. Register of Members and other statutory registers maintained by the Company.
3. Shareholding pattern of the Company before the proposed preferential issue.
4. Certified true copies of the resolutions passed by the Board of Directors approving the proposed preferential issue of Optional Convertible Debentures.
5. Draft Notice convening the General Meeting together with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

6. Draft Special Resolution proposed to be passed by the shareholders approving the preferential issue.
7. Details of the proposed allottees and their eligibility to subscribe to the proposed issue.
8. Confirmation from the Company regarding compliance with the provisions relating to dematerialization of securities.
9. Confirmation that the proposed allottees have not been debarred by the Securities and Exchange Board of India from accessing the capital markets.
10. Such other documents, confirmations, records and explanations as considered necessary for the purpose of verification.

3. Assumptions and Reliance

While issuing this certificate, I have relied upon the management for the:

1. The genuineness of all signatures, documents and records produced before me.
2. The authenticity of documents submitted as originals and the conformity of copies with the originals.
3. The correctness and completeness of the information and explanations provided by the Company and its officials.

I have relied upon the representations, confirmations and information provided by the management of the Company in relation to compliance with applicable laws and regulations.

4. Certification

Based on the examination of the records and documents referred to above and according to the information, representations and explanations provided to me by the Company, I hereby certify that:

1. The proposed preferential issue of Optionally Convertible Debentures by the Company is in compliance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018.
2. The Company is eligible to undertake the proposed preferential issue in accordance with Section 23 of the Companies Act, 2013, relating to the permissible modes of issue of securities.
3. The proposed issuance of Optionally Convertible Debentures is being made on a private placement basis in accordance with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
4. The issuance of debentures complies with the provisions of Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014.
5. The Company has shall obtain approval of its shareholders by way of Special Resolution in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the preferential issue.
6. The 'relevant date' for calculating the price of the resultant equity shares pursuant to conversion of OCDs shall be determined at the time, which shall not earlier than 30 (thirty) days prior to the date on which the OCD holder(s) becomes entitled to apply for the shares of the Company.
7. The pricing / conversion price of the securities proposed to be issued on preferential basis cannot be determined as the price of equity shares upon conversion of OCDs shall be determined as on the 'Relevant Date' under SEBI ICDR Regulations, which shall be a date 30 (thirty) days prior to the date on which the holders of the OCDs

become entitled avail the option to convert the OCDs to apply for the equity shares, the company shall obtain a valuation report from the registered valuer to determine the issue/conversion price in accordance with the pricing provisions specified under the SEBI (ICDR) Regulations, 2018.

8. The proposed allottee is eligible to participate in the preferential issue and the proposed allottee is not debarred by SEBI or any other regulatory authority from accessing the capital markets.
9. The Company has complied with the provisions relating to dematerialization of its securities as required under applicable laws and SEBI regulations.
10. The Company shall comply with the provisions relating to lock-in requirements applicable to securities issued on preferential basis as prescribed under the SEBI (ICDR) Regulations, 2018.
11. The Company shall comply with the provisions relating to allotment of securities within the prescribed time period and other procedural requirements specified under the SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013.

5. Limitation of Liability

This certificate has been issued solely for the purpose of submission to stock exchange(s), shareholders and regulatory authorities in connection with the proposed preferential issue of Optionally Convertible Debentures by the Company and should not be used for any other purpose without my prior written consent.

For Khanna Ashwani & Associates



CS Ashwani Kumar Khanna
M.no: F3254
CP: 2220
FRN: S1990PB007600
Peer review Number: 1190/2021

Date: 19.03.2026
UDIN: F003254G004092746