



A Peer Reviewed Firm

DIPIKA SONI & ASSOCIATES

B.Com., Company Secretaries

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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
Umiya Tubes Limited
Gandhinagar, Gujarat

I Dipika Soni, , Practising Company Secretary have been appointed by the Board of Directors of Umiya Tubes Limited (hereinafter referred to as 'Company'), having CIN L35105GJ2013PLC074916 and having its Registered Office at 208, 2nd Floor, Suman Tower, Sector No. 11, Gandhinagar, Gujarat 382011 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 accordance with the Regulations, the Company has proposed (1) reconfirming the issue and allotment of 29,50,000 Equity Shares of Rs. 10/- each, fully paid up on a preferential basis with an issue price of Rs. 23/- per share and (2) reconfirming the issue and allotment of 55,00,000 Convertible Warrants of Rs. 10/- each, at the issue price of Rs. 23/- per warrant ('Proposed Preferential issue') and (3) fresh issue of 1,05,50,000 convertible warrants of Rs. 10/- each at Rs 23/- per warrant. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 7th July 2025.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. Memorandum of Association and Articles of Association of the Company;
2. 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;

3. Resolutions passed at the meeting of the Board of Directors;
4. List of Proposed Allottees;
5. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was 09.07.2025;
6. The statutory registers of the Company and List of shareholders issued by RTA:
 - a. to note that the equity shares are fully paid up.
 - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.
7. Permanent Account Numbers of the proposed allottees;
8. Draft notice of General Meeting and Explanatory Statement and addendum notice of extra ordinary general meeting:
 - a. to verify the 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.
 - 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.
9. 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. 22.28/- per share.

10. Valuation Report of Independent Registered Valuer for pricing of traded shares;

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.

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.

Certification: Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

For Dipika Soni & Associates
Practicing Company Secretary

D.P. Soni



Dipika Soni
Proprietor
FCS 11734
COP25331
UDIN: F011734G000962860
Peer Review Certificate No:5934/2024

Date: 08.08.2025
Place: Ahmedabad