

**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,**  
**M/s Aerpace Industries Limited**

I **Swapnil Pande**, Practicing Company Secretary have been appointed vide by Letter dated 15<sup>th</sup> November 2024 by **AERPACE INDUSTRIES LIMITED (Formerly known as Supremex Shine Steels Limited)** (hereinafter referred to as 'Company'), having **CIN:L74110MH2011PLC214373** and having its Registered office at A/1005 Kanakia Wall Street Andheri Kurla Road, Andheri East, Mumbai 400093 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 issue of upto 72,26,500 (Seventy Two Lakhs Twenty Six Thousand Five Hundred Only) Equity Shares at a price of Rs.44.36/- (Rupees Forty Four and Paise Thirty Six Only) per share of face value of Re.1/- (Rupee One) each ("Equity Shares") at a premium of Rs.43.36/- (Rupees Forty Three and Paise Thirty Six Only) aggregating to Rs.32,05,67,540/- (Thirty Two Crores Five Lakhs Sixty Seven Thousand Five Hundred Forty Only) to the proposed allottees. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 30<sup>th</sup> November 2024.

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:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure includes 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. The list of Proposed Allottees is attached as Annexure I.
- v. The Relevant Date for this proposed issue of equity shares in accordance with the SEBI ICDR Regulations shall be 28<sup>th</sup> December 2024 being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Equity Shares.
- vi. 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.

- vii. 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;
- viii. 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;
- ix. Draft notice of General Meeting, Explanatory Statement
  - 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.
- x. Confirming the Pricing Methodology adopted for the proposed Preferential issue along with detailed working of the same as mentioned below:

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. 44.35/-

Determination of value per equity share of Aerospace Industries Limited under Regulation 164(1) of SEBI ICDR Regulations:

	Particulars	VWAP
A	Average of 90 trading days VWAP	44.35
B	Average of 10 trading days VWAP	43.93
	<b>Floor Price (Higher of A or B)</b>	<b>44.35</b>

- xi. Board/shareholder's resolution and statutory register to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the company which were previously subscribed by them: **Not Applicable**
- xii. Valuation Report of Independent Register Valuer for pricing of infrequently traded shares: **Not Applicable**
- xiii. 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 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.
  - 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 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.

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

**For M/s. SCP & CO.**

**Practicing Company Secretaries**



**Swapnil Pande**

**M. No A44893 C.P. No 21962**

**Peer Review Certificate No: 1958/2022**

**Place: Mumbai**

**Date: 04-12-2024**

**UDIN: A044893F003254770**



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Branch Office: 26, Gayatri Industrial Estate, Navghar, Vasai (E), Palghar- 401210.

**ANNEXURE I: LIST OF ALLOTTEES**

S. No	Name of Investor(s)	Nature of Securities	No. of Securities	Aggregate Consideration (INR)
1	Honey Nahir Shah	Equity Shares	5,00,000	2,21,80,000.00
2	Shah Kailashben K	Equity Shares	4,00,000	1,77,44,000.00
3	Ajit Damji Gada	Equity Shares	3,00,000	1,33,08,000.00
4	Chintan P Lalaji Huf	Equity Shares	3,00,000	1,33,08,000.00
5	Dinesh Mohan Nigade	Equity Shares	2,00,000	88,72,000.00
6	Nipun Mehta	Equity Shares	2,00,000	88,72,000.00
7	Jamnalal Kasturchand Kabra	Equity Shares	2,00,000	88,72,000.00
8	Nikita Hardik Parekh	Equity Shares	2,00,000	88,72,000.00
9	Ruddra Chintan Lalaji	Equity Shares	2,00,000	88,72,000.00
10	Ashok Shah	Equity Shares	2,00,000	88,72,000.00
11	Kuber Dhaval Estates India LLP	Equity Shares	2,00,000	88,72,000.00
12	Hitesh Kumar Bhogar	Equity Shares	2,00,000	88,72,000.00
13	Sonali Lalaji	Equity Shares	2,00,000	88,72,000.00
14	Hasmukh K Shah	Equity Shares	2,00,000	88,72,000.00
15	Sheetal Dheeraj Shah	Equity Shares	1,25,000	55,45,000.00
16	Prissha Saurabh Shah	Equity Shares	1,25,000	55,45,000.00
17	Jash Saurabh Shah	Equity Shares	1,25,000	55,45,000.00
18	Saurabh Nareshkumar Shah HUF	Equity Shares	1,25,000	55,45,000.00
19	Nareshkumar Kantilal Shah HUF	Equity Shares	1,25,000	55,45,000.00
20	Harsh Shah	Equity Shares	1,11,000	49,23,960.00
21	Dipti Prashant Gandhi	Equity Shares	1,10,000	48,79,600.00
22	Mitesh Girishchandra Dave	Equity Shares	1,00,000	44,36,000.00
23	Rajesh R Shah	Equity Shares	1,00,000	44,36,000.00
24	Vihoti Devanshi Bhavikbhai	Equity Shares	1,00,000	44,36,000.00
25	Baldha Nanubhai Hirjibhai	Equity Shares	1,00,000	44,36,000.00
26	Saranjeet Singh Punjab Singh Bagga	Equity Shares	1,00,000	44,36,000.00
27	Viral Ashok Shah	Equity Shares	1,00,000	44,36,000.00
28	Poonam Nirmal Merchant	Equity Shares	1,00,000	44,36,000.00
29	Lopa Ashok Shah	Equity Shares	1,00,000	44,36,000.00
30	Anar Viral Shah	Equity Shares	1,00,000	44,36,000.00
31	Kishore Lalji Shah	Equity Shares	1,00,000	44,36,000.00
32	Gurjitsingh Rajpal	Equity Shares	1,00,000	44,36,000.00
33	Kinnari Kartik Dedhia	Equity Shares	1,00,000	44,36,000.00
34	Anil Kumar mishra	Equity Shares	60,000	26,61,600.00
35	Chaitali Mehul Shah	Equity Shares	56,000	24,84,160.00
36	Harsh Milan Kamdar	Equity Shares	55,000	24,39,800.00
37	Ugam Gandhi	Equity Shares	55,000	24,39,800.00
38	Smita Mewada	Equity Shares	55,000	24,39,800.00

39	Algorithmics Advisor and Investor LLP	Equity Shares	50,000	22,18,000.00
40	Nimisha Virendra Desai	Equity Shares	50,000	22,18,000.00
41	Krutikaben Tejaskumar Mistry	Equity Shares	50,000	22,18,000.00
42	Kailas A Goradia	Equity Shares	50,000	22,18,000.00
43	Krishna Mangal	Equity Shares	50,000	22,18,000.00
44	Saeed Sachin Mandhare	Equity Shares	50,000	22,18,000.00
45	Rakesh M Chauhan	Equity Shares	50,000	22,18,000.00
46	Nirmalaben Manubhai Chhabaria	Equity Shares	50,000	22,18,000.00
47	Priyanka Rajesh Khurana	Equity Shares	50,000	22,18,000.00
48	Mitisha Vishal Shah	Equity Shares	50,000	22,18,000.00
49	Alka nandkumar Jantre	Equity Shares	50,000	22,18,000.00
50	Ganesh Mahindrakar	Equity Shares	50,000	22,18,000.00
51	Kanan Bhavin Bhuta	Equity Shares	50,000	22,18,000.00
52	Manoj Mansukhlal Turakhia	Equity Shares	50,000	22,18,000.00
53	Rita Dhanesh Shah	Equity Shares	50,000	22,18,000.00
54	Vishal Wadhawan	Equity Shares	50,000	22,18,000.00
55	Triveni Sangam Realcon Pvt Ltd	Equity Shares	50,000	22,18,000.00
56	Asif Fakhruddin Saherwala	Equity Shares	35,000	15,52,600.00
57	Hansa Ben Shah	Equity Shares	33,000	14,63,880.00
58	Sameer steel Impex Pvt Ltd	Equity Shares	32,000	14,19,520.00
59	Naveen Kumar Ojha	Equity Shares	25,000	11,09,000.00
60	Sudha Kumari	Equity Shares	25,000	11,09,000.00
61	Dhanraj Chandresh Haria	Equity Shares	25,000	11,09,000.00
62	Doli Nikunj Ruparelia	Equity Shares	22,000	9,75,920.00
63	Kunal Ramesh Shah	Equity Shares	22,000	9,75,920.00
64	Sandeep Ramavatar Larha	Equity Shares	22,000	9,75,920.00
65	Ankitkumar Kirankumar Shah	Equity Shares	22,000	9,75,920.00
66	Chintan Hitendra Shah	Equity Shares	22,000	9,75,920.00
67	Ronak Chintan Shah	Equity Shares	22,000	9,75,920.00
68	Shraddha Vishal Patel	Equity Shares	22,000	9,75,920.00
69	Saloni Rahul Shah	Equity Shares	22,000	9,75,920.00
70	Amita S. Desai	Equity Shares	15,000	6,65,400.00
71	Nikul Bharatbhai Gandhi	Equity Shares	15,000	6,65,400.00
72	Divyanshu Parasbhai Meratwal	Equity Shares	15,000	6,65,400.00
73	Ajesh P. Talati HUF	Equity Shares	15,000	6,65,400.00
74	Ramesh Mulji Shah	Equity Shares	12,500	5,54,500.00
75	Bhavin Ramesh Shah	Equity Shares	12,500	5,54,500.00
76	Poonam Mitesh Patel	Equity Shares	12,500	5,54,500.00
77	Ashish Dhirajlal Sheth	Equity Shares	11,000	4,87,960.00
78	Rajvi Chetan Shah	Equity Shares	10,000	4,43,600.00
79	Shruti Chetan Shah	Equity Shares	10,000	4,43,600.00
80	Manoj Dhirajlal Shah	Equity Shares	10,000	4,43,600.00
81	Nikita Manoj Shah	Equity Shares	10,000	4,43,600.00
82	Ayushi Manoj Shah	Equity Shares	10,000	4,43,600.00
83	Tanav Manoj Shah	Equity Shares	10,000	4,43,600.00



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84	Manoj Dhirajlal Shah HUF	Equity Shares	10,000	4,43,600.00
85	Praveen Chandra Jasvantrai Shah	Equity Shares	10,000	4,43,600.00
86	Pujan Gaurang Shah	Equity Shares	10,000	4,43,600.00