

Nisarg Dineshkumar Shah

Address: Block A - 801, Sarvesh Apartment, Near GST Overbridge, Ranip, Ahmedabad City, Gujarat 382480,

CERTIFICATE FROM COMPANY SECRETARY AND COMPLIANCE OFFICER

Date:

To,
The Board of Directors,
Kheria Autocomp Limited, (The "Company")
Plot No. B6, B7 & B8, Tata Vendor Park,
Revenue Survey No.1, Village.
Northkot Pura, Sanand,
Gujarat, India, 382170.

And

SMC Capitals Limited (The "BRLM")
A-401/402, Lotus Corporate Park,
Off W.E. Highway, Jai Coach Signal,
Goregaon (East), Mumbai – 400063.

Re: Proposed Initial Public Offering of Equity shares of face value of Rs.10/- each (the "Equity Shares" and such offering, the "Issue") of 'Kheria Autocomp Limited' (the "Company")

Dear Sir/(s),

I **Nisarg Dineshkumar Shah** hereby confirm, certify and declare that the below mentioned information with respect to myself to be true, adequate and not misleading and without omission of any matter that is likely to mislead.

1. This is to certify that I am a Company Secretary & Compliance Officer of the Company.
2. The following is my shareholding in the Company as on the date of the Red Herring Prospectus/ the Prospectus:

NIL

3. This is to certify that the following description contained in the chapter titled "***Our Management***", as applicable to me, is true and accurate.

I have more than 4 years of experience as a Company Secretary and Compliance Officer. I was appointed as the Company Secretary and Compliance Officer of our Company on July 05, 2025. In his role as company secretary and compliance officer, I ensure adherence to corporate laws, secretarial standards, and applicable regulatory requirements. I also oversee secretarial functions, supports effective corporate governance practices and assists the Board in fulfilling their legal and statutory responsibilities.

4. I received a gross remuneration of Rs. 5.20 Lakh in financial year 2026.

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5. I have no economic interest in the Company except to the extent of any remuneration, reimbursement of expenses.
6. I further confirm that I am not related to any directors or key managerial personnel or senior management of the Company.
7. I confirm that there is no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company.
8. I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Issue or any such intermediary appointed in connection with the Issue.
9. I do not have a direct or indirect interest in any property purchased / acquired by the Company within the last two years or proposed to be acquired by the Company.
10. I further confirm that I will not receive any portion of the proceeds from the proposed Issue of the Company.
11. I further that I have not taken any loans and advances including guarantees from the Company.
12. Neither my relatives nor I have directly or indirectly undertaken or financed any transactions in any securities of the Company during the last six months.
13. I confirm that there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as a key managerial personnel or senior management or a member of the senior managerial personnel of the Company.
14. I have not entered contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment.
15. I further confirm that I have not been paid any amount of compensation pursuant to any bonus or profit – sharing plan.
16. I further confirm that I do not have shareholding in the company.
17. I have not entered buy – back arrangements directly or indirectly for purchase of the equity shares to be offered and sold in the Issue, except as may be permitted under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including safety net facility.
18. I am familiar with the requirements and restrictions on public communications, as stated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (and summarised in the memorandum on publicity guidelines circulated by legal counsel) and agree to abide by the same.
19. There is/are no:

action(s) initiated or orders passed by any regulatory authority, statutory authority, enforcement authority or judicial body, in respect of search or seizure or re-opening of accounts under section 130

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of the Companies Act, 2013 or investigation under the provisions of Chapter XIV of the Companies Act, 2013 against me.

action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body, in respect suspension, imposition of fine or penalty or settlement of proceedings debarment, disqualification or closure of operations or sanctions imposed or warning or caution or any other similar action(s) by whatever name called against me.

There are no suits, cases, or proceedings filed against me which are reported by Credit Bureau or any other similar agency.

No show cause notice(s), order(s), caution notice(s), or communication(s) have been issued against me by any regulatory authority.

There is no disciplinary action, litigation, or proceeding, civil or criminal, initiated or pending against me before any judicial, quasi-judicial, or administrative authority, including tribunals, arbitration forums, or police authorities.

There are no outstanding loans, borrowings, or other financial obligations which are in default or delay in repayment of principal and/or interest, and that there are no pending claims or proceedings with respect to any default, recovery, or enforcement action initiated by any lender, financial institution or bank.

I hereby confirm that I am not associated in the capacity of Promoter, selling shareholder, member of Promoter group, or group entity, have ever been part of or delisted under Chapter III, Chapter V, or Chapter VI of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.

I confirm that there is no pending or past police action proceeding by the Financial Intelligence Unit (FIU), or any investigation, attachment, or enforcement action by any competent authority under the Prevention of Money Laundering Act, 2002 or any other law in force against me.

I am not a Politically Exposed Person (PEP) or related to any such person in a manner that would attract disclosure or restrictions under applicable laws.

There are/is no:

- (a) pending criminal proceedings involving (by or against) me;
- (b) pending actions taken by statutory or regulatory authorities against me;
- (c) pending claims involving taxation matters (both direct and indirect tax cases) against me;
- (d) other pending litigation involving (by or against) me;
- (e) actions initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body, in respect of search or seizure or re-opening of accounts under section 130 of the Companies Act, 2013 or investigation under the provisions of Chapter XIV of the Companies Act, 2013 against me;

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No actions initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body, in respect suspension, imposition of fine or penalty or settlement of proceedings debarment, disqualification or closure of operations or sanctions imposed or warning or caution or any other similar action(s) by whatever name called against me.

I certify that I am in full compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. I confirm that I have not leaked, communicated, or shared any financial estimates, targets, or internal data with external parties or intermediaries except on a strict 'need-to-know' basis. I further confirm that any sharing of sensitive information has been properly captured under the Company's internally maintained Structured Digital Database (SDD).

I confirm that I will immediately inform the Book Running Lead Manager appointed in respect of the Issue, of any changes to the above information until the date when the Equity Shares issued in this Issue receive final listing and trading approval from the Stock Exchange and commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be taken as updated information until the commencement of listing and trading on the Stock Exchange.

I hereby authorize you to deliver this certificate to the SEBI, Stock Exchange, RoC and other statutory, regulatory or governmental authority, as may be required. This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue in conducting and documenting their investigation of the affairs of the Company in connection with the Issue and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the Issue.

I also consent to the extracts of this certificate being used for disclosure in the Issue Documents to be issued by the Company in relation to the Issue and other Issue related materials. This certificate may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue or otherwise in connection with the Issue.

All capitalised terms not defined herein would have the same meaning as attributed to such terms in the Issue Document.

Yours Sincerely,

N.D. Shah

Nisarg Dineshkumar Shah

Company Secretary & Compliance Officer

PAN: GEXPS0007E

Place: Sanand

CC:

Mindspright Legal

712-714, C-Wing, Trade World, Kamla City,
Senapati Bapat Marg, Lower Parel (West),
Mumbai-400013, Maharashtra, India.