Vinay Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

CERTIFICATE FROM THE PROMOTER

Date: 29.09.2025

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

And

SMC Capitals Limited ("BRLM")
A- 401/402, Lotus Corporate Park,
Off Western Express Highway,
Jai Coach Signal, Goregaon (East),
Mumbai – 400063
Maharashtra, India

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 Sirs,

I, Vinay Kheria, confirm that the information and confirmations set out in this certificate are true, fair, correct and adequate and not misleading in any respect. I also consent to be named as a promoter of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the SME Platform of NSE (the "**Stock Exchange**") **("NSE Emerge")** and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to file with the Registrar of Companies, Ahmedabad (the "**RoC**") and thereafter file with the SEBI (for record purposes) and the Stock Exchange and in any other Issue-related documents.

Profile

I confirm that I am a "promoter" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Companies Act, 2013, as amended and read with the applicable rules, circulars and notifications issued in relation thereto. I certify the information in respect of me, as set out in **Annexure A**.

I enclose a copy of my PAN (permanent account number) card, proof of bank account number and copy of passport as **Annexures B, C** and **D**, respectively, and authorize the Company to submit these documents to the Stock Exchange.

I also enclose a copy of my Aadhaar card (including my address as specified in the Issue Documents) in **Annexures E and** Driving License in **Annexure F**.

Change in Control

There has been no change in control of the Company in the five immediately preceding financial years.

List of Members of the Promoter Group

This is to certify that there are individuals and entities that form part of the "promoter group" of the Company, as defined under the SEBI ICDR Regulations, through me save and except as specified in **Annexure G**. **Annexure G**

Vinay Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

is a complete and accurate list of all individuals and entities that are part of the promoter group of the Company through me.

Disassociation by the Promoter in the last Three Years
There is no disassociation by the Promoter in the three immediately preceding years:

Interest of the Promoter

Except as disclosed in **Annexure H**, neither I nor any of my relatives nor any entity in which I am interested as promoter, partner, director, proprietor or trustee holds any equity shares, warrants/convertible securities or stock options in the Company.

Except as disclosed in **Annexure H**, neither I nor any of my relatives or any members of the promoter group have, directly or indirectly, purchased or sold or financed the purchase by any other person of any securities of the Company during the six immediately preceding months.

I have no interest in (i) any intellectual property rights used by the Company, or (ii) any entity in the name of which the intellectual property rights of the Company are registered.

Except as disclosed in Issue Document, I have no interest in the promotion of the Company and I have no interest in any property acquired by the Company within the three immediately preceding years or proposed to be acquired by the Company.

There are no sums paid or agreed to be paid in cash or shares or otherwise to me or to a firm or company in which I am a member, for services rendered in connection with the promotion or formation of the Company.

I am not interested in any transaction in acquisition of land, construction of building and supply of machinery, etc., or any other transaction, contract, agreement or arrangement entered by the Company, and no payments have been made or are proposed to be made in respect of these transactions, contracts, agreements or arrangements.

There is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

There are no restrictive covenants as regards my interest in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

I have not provided any guarantees to any third parties with respect to the Equity Shares or convertible securities of the Company, or created or permitted any encumbrance or pledge upon any securities of the Company, including by way of any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

Except as disclosed below, there are no loans (secured or unsecured) outstanding, or advances taken by me from the Company.

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on December, 31 2025
	Nil	Nil	Nil

Except as disclosed below, following are the details of (secured or unsecured) outstanding, or advances given by me to the Company:

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on December ,31 2025
1	Interest free Loan		80,97,158/-

Vinay Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

And other than to the extent of interest in the promotion of the Company, I have no interest, including business interests, in the Company.

I have no interest in the appointment of any BRLM, Underwriters, Registrars, Bankers or any other Intermediary or Service Provider to the Issue.

I have not entered into an agreement with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

There are no restrictive covenants as regards my interests in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

Litigation:
Except as stated in **Annexure I**, there is no:

(i) pending criminal proceedings involving (by and against) me;
(ii) pending actions taken by statutory or regulatory authorities against me;
(iii) pending claims involving taxation matters (both direct and indirect tax cases) against me;
(iv) probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority and no show cause notice has been issued to me, which is pending determination by any authority (The Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020);
(v) disciplinary actions taken and penalties imposed by the SEBI or any stock exchanges against me, during the five immediately preceding financial years, including outstanding actions;
other pending litigation involving (by and against) me which are material in accordance with the materiality threshold for disclosure of litigation proceedings in the issue documents approved by the Board of Directors of Company.
(vi) recovery proceedings initiated by the SEBI, no order for disgorgement or monetary penalty has been issued by SEBI, no non-compliance of any direction issued by the SEBI, and no proceedings has been remanded by the Securities Appellate Tribunal or court.

Other Confirmations

I confirm that:

(a) No show cause notice (including specifically under sub-section (4) of section 11 or section 11B(1) of the Securities and Exchange Board of India Act, 1992) has been issued against me by SEBI or any statutory or regulatory authority (including the Stock Exchanges) in an adjudication proceeding or otherwise;

(b) SEBI has not initiated any recovery proceedings against me; and

(c) There has not been any order for disgorgement or monetary penalty been passed against me nor any directions been issued by SEBI to me.

I and any entity, with which I am associated as promoter or director, are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other regulatory authority, court or tribunal inside and outside India.

Further, neither I, nor members of the promoter group have been identified as wilful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof or any other governmental authority in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

I have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Vinay Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

I have not been declared as 'Fraudulent Borrower' by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof in accordance with the guidelines on fraudulent borrower issued by the Reserve Bank of India and by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

I, am in compliance with the provisions of the Companies Act, 2013 in relation to the beneficial ownership, and Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto. -NA

I am not a promoter or director of any company or its holding company and subsidiary, whose securities are suspended or delisted from trading by any recognized stock exchange.

I am not a promoter or director of any company, which has been compulsorily delisted in terms of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 during the ten immediately preceding years nor am I related (directly or indirectly) to any such company or any promoter of such company.

I have not entered into any circular transactions for building up the capital or net worth of the Company.

I have not been found to be non-compliant with applicable securities laws.

I am not a promoter of a company which is on the "Dissemination Board" of any Stock Exchanges or a Company, which has not provided an exit option to the Public Shareholders in Compliance with the Circulars dated April 17, 2015, October 10, 2016 and August 1, 2017 issued by the SEBI in relation to exclusively Listed Companies of De-recognized/non-operational/exited Stock Exchanges.

I confirm that am not a promoter or member of the promoter group of an entity that has not complied with the minimum public shareholding requirements as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended.

There are no other companies, firm, trusts or other ventures in which I am involved that are in the same line of business or activity as the Company.

Build-up of Promoter Shareholding and Cost of Acquisition

The details relating to the average cost of the acquisition of Equity Shares and the weighted average price at which Equity Shares were acquired by me during the immediately preceding one year, eighteen months, and three years before the date of filing of the Issue Document are set out in **Annexure J**.

The details relating to the build-up of my shareholding in the Company are set out in **Annexure J**. I further certify that the Equity Shares detailed in **Annexure J** are eligible to form part of minimum promoter's contribution in the Issue in accordance with the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Consent to Lock-in and Minimum Promoters Contribution

I, as a promoter of the Company, hereby give my consent to include my shareholding in the Company of such number of Equity Shares representing 20% of the post-Issue paid-up equity share capital of the Company to be considered for lock-in, from the date of commencement of commercial production or date of allotment in the initial public issue, whichever is later in the Issue, for a period of three years or for such other time as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), as minimum promoters' contribution for the Issue. I confirm that all Equity Shares which are proposed to be locked-in are eligible for computation of promoters' contribution under Regulation 236, Regulation 237 and Regulation 238 of the SEBI ICDR Regulations.

In relation to this, I confirm that the Equity Shares held by me considered as promoters' contribution:

a) Have not been acquired in the preceding three years for consideration other than cash and no revaluation of assets or capitalization of intangible assets was involved in such acquisition;

b) Are not resulting from a bonus issue in the preceding three years by utilization of revaluation reserves or unrealized profits, or against equity shares which are otherwise ineligible for computation of promoters' contribution;

c) are not subject to any pledge or any other encumbrance [except as permitted in Regulation 242 of the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

d) have not been acquired during the preceding year at a price lower than the Issue price; and

e) have been certified by the statutory auditors of the Company after due inquiry and due diligence as being eligible for lock-in in accordance with the SEBI ICDR Regulations.

I hereby confirm that in relation to the three-year lock-in the aggregate of my contribution of shareholding in the Issue and the contribution of any other promoter(s) in the Issue shall not be less than 20% of the post-Issue share capital of the Company

The details of the equity share capital being offered for minimum promoters' contribution by me are set out in **Annexure K**. I further consent to lock-in my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution (which shall be locked-in as specified above from the date of allotment in the Issue until the expiry of one year or for such other time as may be required under the SEBI ICDR Regulations or as may be specified by the SEBI. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on the Equity Shares forming part of the minimum promoters' contribution from the date of filing the Draft Red Herring Prospectus in respect of the Issue until such time that the Equity Shares are locked-in in accordance with Regulation 238 of the SEBI ICDR Regulations, except in accordance with Regulation 242(a) and Regulation 243 of the SEBI ICDR Regulations. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution until such time that such Equity Shares are locked-in, except in accordance with Regulation 242(b) and Regulation 243 of the SEBI ICDR Regulations.

I further confirm that none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

All related party transactions between me and the Company have been entered into arm's length price and is in compliance with applicable law.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Issue, except for fees or commission for services rendered in relation to the Issue.

There has been no material regulatory or disciplinary action taken against me and entities promoted by me by any stock exchange or regulatory authority in the immediately preceding year.

The Issue, and any action undertaken or proposed to be undertaken in furtherance thereof, will not contravene any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or am bound, or to which any of my property or assets are subject.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the Issue Document and the date of closure of the Issue will be promptly reported to the Company to enable the Company to report such transactions to the Stock Exchange within 24 hours of such transactions.

I have not entered, and shall not enter, into buy-back arrangements directly or indirectly for purchase of the Equity Shares.

I will not participate in the Issue and will not make any application for Equity Shares in the Issue and further confirm that neither I nor any person related to me shall apply under the Anchor Investor portion of the Issue, if any.

Vinay Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

There is no proposal whereby I will receive any portion of the proceeds from the Issue and there is no material existing or anticipated transaction with me in relation to utilization of the proceeds of the Issue.

My entire shareholding in the Company is in dematerialized form as of the date of this certificate. A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure L**.

I hereby consent to the submission of this certificate as may be necessary to the RoC, the Stock Exchanges and any other regulatory authority and/ or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM until the date when the Equity Shares are listed and commence trading on the Stock Exchange, pursuant to the Issue. In the absence of any such communication from me, the BRLM can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on Stock Exchanges pursuant to the Issue.

This certificate can be relied on by the BRLM in relation to the Issue. I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Issue Document filed in relation to the Issue or any other Issue-related material.

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

Yours faithfully,

VinayKheria

Vinay Kheria
Promoter
Encl.: As above

Mr. Tarachand Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

CERTIFICATE FROM THE PROMOTER

Date: 29.09.2025

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

And

SMC Capitals Limited ("BRLM")
A- 401/402, Lotus Corporate Park,
Off Western Express Highway,
Jai Coach Signal, Goregaon (East),
Mumbai – 400063
Maharashtra, India

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 Sirs,

I, Tarachand Kheria, confirm that the information and confirmations set out in this certificate are true, fair, correct and adequate and not misleading in any respect. I also consent to be named as a promoter of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the SME Platform of NSE (the "**Stock Exchange**") **("NSE Emerge")** and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to file with the Registrar of Companies, Ahmedabad (the "**RoC**") and thereafter file with the SEBI (for record purposes) and the Stock Exchange and in any other Issue-related documents.

Profile

I confirm that I am a "promoter" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Companies Act, 2013, as amended and read with the applicable rules, circulars and notifications issued in relation thereto. I certify the information in respect of me, as set out in **Annexure A**.

I enclose a copy of my PAN (permanent account number) card, proof of bank account number and copy of passport as **Annexures B, C** and **D**, respectively, and authorize the Company to submit these documents to the Stock Exchange.

I also enclose a copy of my Aadhaar card (including my address as specified in the Issue Documents) in **Annexures E and** Driving License in **Annexure F**.

Change in Control

There has been no change in control of the Company in the five immediately preceding financial years.

List of Members of the Promoter Group

This is to certify that there are individuals and entities that form part of the "promoter group" of the Company, as defined under the SEBI ICDR Regulations, through me save and except as specified in **Annexure G**. **Annexure G** is a complete and accurate list of all individuals and entities that are part of the promoter group of the Company through me.

Disassociation by the Promoter in the last Three Years
There is no disassociation by the Promoter in the three immediately preceding years:

Mr. Tarachand Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

Interest of the Promoter

Except as disclosed in **Annexure H**, neither I nor any of my relatives nor any entity in which I am interested as promoter, partner, director, proprietor or trustee holds any equity shares, warrants/convertible securities or stock options in the Company.

Except as disclosed in **Annexure H**, neither I nor any of my relatives or any members of the promoter group have, directly or indirectly, purchased or sold or financed the purchase by any other person of any securities of the Company during the six immediately preceding months.

I have no interest in (i) any intellectual property rights used by the Company, or (ii) any entity in the name of which the intellectual property rights of the Company are registered.

Except as disclosed in Issue Document, I have no interest in the promotion of the Company and I have no interest in any property acquired by the Company within the three immediately preceding years or proposed to be acquired by the Company.

There are no sums paid or agreed to be paid in cash or shares or otherwise to me or to a firm or company in which I am a member, for services rendered in connection with the promotion or formation of the Company.

I am not interested in any transaction in acquisition of land, construction of building and supply of machinery, etc., or any other transaction, contract, agreement or arrangement entered into by the Company, and no payments have been made or are proposed to be made in respect of these transactions, contracts, agreements or arrangements.

There is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

There are no restrictive covenants as regards my interest in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

I have not provided any guarantees to any third parties with respect to the Equity Shares or convertible securities of the Company, or created or permitted any encumbrance or pledge upon any securities of the Company, including by way of any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

Except as disclosed below, there are no loans (secured or unsecured) outstanding, or advances taken by me from the Company.

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on March 31, 2025
	NIL		

Except as disclosed below, Following are the details of (secured or unsecured) outstanding, or advances given by me to the Company:

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on March 31, 2025
[1]	Interest free Loan		1,24,71,384

And other than to the extent of interest in the promotion of the Company, I have no interest, including business interests, in the Company.

I have no interest in the appointment of any BRLM, Underwriters, Registrars, Bankers or any other Intermediary or Service Provider to the Issue.

I have not entered into an agreement with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Mr. Tarachand Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

There are no restrictive covenants as regards my interests in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

Litigation:
Except as stated in **Annexure I**, there is no:

(i) pending criminal proceedings involving (by and against) me;
(ii) pending actions taken by statutory or regulatory authorities against me;
(iii) pending claims involving taxation matters (both direct and indirect tax cases) against me;
(iv) probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority and no show cause notice has been issued to me, which is pending determination by any authority (The Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020);
(v) disciplinary actions taken and penalties imposed by the SEBI or any stock exchanges against me, during the five immediately preceding financial years, including outstanding actions;
other pending litigation involving (by and against) me which are material in accordance with the materiality threshold for disclosure of litigation proceedings in the issue documents approved by the Board of Directors of Company.
(vi) recovery proceedings initiated by the SEBI, no order for disgorgement or monetary penalty has been issued by SEBI, no non-compliance of any direction issued by the SEBI, and no proceedings has been remanded by the Securities Appellate Tribunal or court.

Other Confirmations

I confirm that:

(a) No show cause notice (including specifically under sub-section (4) of section 11 or section 11B(1) of the Securities and Exchange Board of India Act, 1992) has been issued against me by SEBI or any statutory or regulatory authority (including the Stock Exchanges) in an adjudication proceeding or otherwise;

(b) SEBI has not initiated any recovery proceedings against me; and

(c) There has not been any order for disgorgement or monetary penalty been passed against me nor any directions been issued by SEBI to me.

I and any entity, with which I am associated as promoter or director, are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other regulatory authority, court or tribunal inside and outside India.

Further, neither I, nor members of the promoter group have been identified as wilful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof or any other governmental authority in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

I have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

I have not been declared as 'Fraudulent Borrower' by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof in accordance with the guidelines on fraudulent borrower issued by the Reserve Bank of India and by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

I, am in compliance with the provisions of the Companies Act, 2013 in relation to the beneficial ownership, and Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto. -NA

I am not a promoter or director of any company or its holding company and subsidiary, whose securities are suspended or delisted from trading by any recognized stock exchange.

I am not a promoter or director of any company, which has been compulsorily delisted in terms of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 during the ten immediately preceding years nor am I related (directly or indirectly) to any such company or any promoter of such company.

Mr. Tarachand Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

I have not entered into any circular transactions for building up the capital or net worth of the Company.

I have not been found to be non-compliant with applicable securities laws.

I am not a promoter of a company which is on the "Dissemination Board" of any Stock Exchanges or a Company, which has not provided an exit option to the Public Shareholders in Compliance with the Circulars dated April 17, 2015, October 10, 2016 and August 1, 2017 issued by the SEBI in relation to exclusively Listed Companies of De-recognized/non-operational/exited Stock Exchanges.

I confirm that am not a promoter or member of the promoter group of an entity that has not complied with the minimum public shareholding requirements as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended.

There are no other companies, firm, trusts or other ventures in which I am involved that are in the same line of business or activity as the Company.

Build-up of Promoter Shareholding and Cost of Acquisition

The details relating to the average cost of the acquisition of Equity Shares and the weighted average price at which Equity Shares were acquired by me during the immediately preceding one year, eighteen months, and three years before the date of filing of the Issue Document are set out in **Annexure J**.

The details relating to the build-up of my shareholding in the Company are set out in **Annexure J**. I further certify that the Equity Shares detailed in **Annexure J** are eligible to form part of minimum promoter's contribution in the Issue in accordance with the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Consent to Lock-in and Minimum Promoters Contribution

I, as a promoter of the Company, hereby give my consent to include my shareholding in the Company of such number of Equity Shares representing 20% of the post-Issue paid-up equity share capital of the Company to be considered for lock-in, from the date of commencement of commercial production or date of allotment in the initial public issue, whichever is later in the Issue, for a period of three years or for such other time as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), as minimum promoters' contribution for the Issue. I confirm that all Equity Shares which are proposed to be locked-in are eligible for computation of promoters' contribution under Regulation 236, Regulation 237 and Regulation 238 of the SEBI ICDR Regulations.

In relation to this, I confirm that the Equity Shares held by me considered as promoters' contribution:

a) Have not been acquired in the preceding three years for consideration other than cash and no revaluation of assets or capitalization of intangible assets was involved in such acquisition;

b) Are not resulting from a bonus issue in the preceding three years by utilization of revaluation reserves or unrealized profits, or against equity shares which are otherwise ineligible for computation of promoters' contribution;

c) are not subject to any pledge or any other encumbrance [except as permitted in Regulation 242 of the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

d) have not been acquired during the preceding year at a price lower than the Issue price; and

e) have been certified by the statutory auditors of the Company after due inquiry and due diligence as being eligible for lock-in in accordance with the SEBI ICDR Regulations.

I hereby confirm that in relation to the three-year lock-in the aggregate of my contribution of shareholding in the Issue and the contribution of any other promoter(s) in the Issue shall not be less than 20% of the post-Issue share capital of the Company

The details of the equity share capital being offered for minimum promoters' contribution by me are set out in **Annexure K**. I further consent to lock-in my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution (which shall be locked-in as specified above from the date of allotment in the Issue until the expiry of one

Mr. Tarachand Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

year or for such other time as may be required under the SEBI ICDR Regulations or as may be specified by the SEBI. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on the Equity Shares forming part of the minimum promoters' contribution from the date of filing the Draft Red Herring Prospectus in respect of the Issue until such time that the Equity Shares are locked-in in accordance with Regulation 238 of the SEBI ICDR Regulations, except in accordance with Regulation 242(a) and Regulation 243 of the SEBI ICDR Regulations. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution until such time that such Equity Shares are locked-in, except in accordance with Regulation 242(b) and Regulation 243 of the SEBI ICDR Regulations.

I further confirm that none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

All related party transactions between me and the Company have been entered into arm's length price and is in compliance with applicable law.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Issue, except for fees or commission for services rendered in relation to the Issue.

There has been no material regulatory or disciplinary action taken against me and entities promoted by me by any stock exchange or regulatory authority in the immediately preceding year.

The Issue, and any action undertaken or proposed to be undertaken in furtherance thereof, will not contravene any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or am bound, or to which any of my property or assets are subject.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the Issue Document and the date of closure of the Issue will be promptly reported to the Company so as to enable the Company to report such transactions to the Stock Exchange within 24 hours of such transactions.

I have not entered, and shall not enter, into buy-back arrangements directly or indirectly for purchase of the Equity Shares.

I will not participate in the Issue and will not make any application for Equity Shares in the Issue and further confirm that neither I nor any person related to me shall apply under the Anchor Investor portion of the Issue, if any.

There is no proposal whereby I will receive any portion of the proceeds from the Issue and there is no material existing or anticipated transaction with me in relation to utilization of the proceeds of the Issue.

My entire shareholding in the Company is in dematerialized form as of the date of this certificate. A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure L**.

I hereby consent to the submission of this certificate as may be necessary to the RoC, the Stock Exchanges and any other regulatory authority and/ or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM until the date when the Equity Shares are listed and commence trading on the Stock Exchange, pursuant to the Issue. In the absence of any such communication from me, the BRLM can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on Stock Exchanges pursuant to the Issue.

Mr. Tarachand Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

This certificate can be relied on by the BRLM in relation to the Issue. I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Issue Document filed in relation to the Issue or any other Issue-related material.

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

Yours faithfully,

Tarachand Kheria

Tarachand Kheria
Promoter
Encl.: As above

Sushma Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

CERTIFICATE FROM THE PROMOTER

Date: 29.09.2025

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

And

SMC Capitals Limited ("BRLM")
A- 401/402, Lotus Corporate Park,
Off Western Express Highway,
Jai Coach Signal, Goregaon (East),
Mumbai – 400063
Maharashtra, India

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 Sirs,

I, Sushma Kheria, confirm that the information and confirmations set out in this certificate are true, fair, correct and adequate and not misleading in any respect. I also consent to be named as a promoter of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the SME Platform of NSE (the "**Stock Exchange**") **("NSE Emerge")** and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to file with the Registrar of Companies, Ahmedabad (the "**RoC**") and thereafter file with the SEBI (for record purposes) and the Stock Exchange and in any other Issue-related documents.

Profile

I confirm that I am a "promoter" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Companies Act, 2013, as amended and read with the applicable rules, circulars and notifications issued in relation thereto. I certify the information in respect of me, as set out in **Annexure A**.

I enclose a copy of my PAN (permanent account number) card, proof of bank account number and copy of passport as **Annexures B, C** and **D**, respectively, and authorize the Company to submit these documents to the Stock Exchange.

I also enclose a copy of my Aadhaar card (including my address as specified in the Issue Documents) in **Annexures E and** Driving License in **Annexure F**.

Change in Control

There has been no change in control of the Company in the five immediately preceding financial years.

List of Members of the Promoter Group

This is to certify that there are individuals and entities that form part of the "promoter group" of the Company, as defined under the SEBI ICDR Regulations, through me save and except as specified in **Annexure G**. **Annexure G**

Sushma Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

is a complete and accurate list of all individuals and entities that are part of the promoter group of the Company through me.

Disassociation by the Promoter in the last Three Years
There is no disassociation by the Promoter in the three immediately preceding years:

Interest of the Promoter

Except as disclosed in **Annexure H**, neither I nor any of my relatives nor any entity in which I am interested as promoter, partner, director, proprietor or trustee holds any equity shares, warrants/convertible securities or stock options in the Company.

Except as disclosed in **Annexure H**, neither I nor any of my relatives or any members of the promoter group have, directly or indirectly, purchased or sold or financed the purchase by any other person of any securities of the Company during the six immediately preceding months.

I have no interest in (i) any intellectual property rights used by the Company, or (ii) any entity in the name of which the intellectual property rights of the Company are registered.

Except as disclosed in Issue Document, I have no interest in the promotion of the Company and I have no interest in any property acquired by the Company within the three immediately preceding years or proposed to be acquired by the Company.

There are no sums paid or agreed to be paid in cash or shares or otherwise to me or to a firm or company in which I am a member, for services rendered in connection with the promotion or formation of the Company.

I am not interested in any transaction in acquisition of land, construction of building and supply of machinery, etc., or any other transaction, contract, agreement or arrangement entered by the Company, and no payments have been made or are proposed to be made in respect of these transactions, contracts, agreements or arrangements.

There is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

There are no restrictive covenants as regards my interest in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

I have not provided any guarantees to any third parties with respect to the Equity Shares or convertible securities of the Company, or created or permitted any encumbrance or pledge upon any securities of the Company, including by way of any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

Except as disclosed below, following are the details of / there are no loans (secured or unsecured) outstanding, or advances taken by me from the Company.

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on March 31 2025
	Nil	Nil	Nil

Except as disclosed below, there are no loans (secured or unsecured) outstanding, or advances given by me to the Company:

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on March,31 2025
	Nil	Nil	Nil

Sushma Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

And other than to the extent of interest in the promotion of the Company, I have no interest, including business interests, in the Company.

I have no interest in the appointment of any BRLM, Underwriters, Registrars, Bankers or any other Intermediary or Service Provider to the Issue.

I have not entered into an agreement with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

There are no restrictive covenants as regards my interests in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

Litigation:
Except as stated in **Annexure I**, there is no:

(i) pending criminal proceedings involving (by and against) me;
(ii) pending actions taken by statutory or regulatory authorities against me;
(iii) pending claims involving taxation matters (both direct and indirect tax cases) against me;
(iv) probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority and no show cause notice has been issued to me, which is pending determination by any authority (The Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020);
(v) disciplinary actions taken and penalties imposed by the SEBI or any stock exchanges against me, during the five immediately preceding financial years, including outstanding actions;
other pending litigation involving (by and against) me which are material in accordance with the materiality threshold for disclosure of litigation proceedings in the issue documents approved by the Board of Directors of Company.
(vi) recovery proceedings initiated by the SEBI, no order for disgorgement or monetary penalty has been issued by SEBI, no non-compliance of any direction issued by the SEBI, and no proceedings has been remanded by the Securities Appellate Tribunal or court.

Other Confirmations

I confirm that:

(a) No show cause notice (including specifically under sub-section (4) of section 11 or section 11B(1) of the Securities and Exchange Board of India Act, 1992) has been issued against me by SEBI or any statutory or regulatory authority (including the Stock Exchanges) in an adjudication proceeding or otherwise;

(b) SEBI has not initiated any recovery proceedings against me; and

(c) There has not been any order for disgorgement or monetary penalty Spassed against me nor any directions been issued by SEBI to me.

I and any entity, with which I am associated as promoter or director, are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other regulatory authority, court or tribunal inside and outside India.

Further, neither I, nor members of the promoter group have been identified as wilful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof or any other governmental authority in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

I have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Sushma Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

I have not been declared as 'Fraudulent Borrower' by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof in accordance with the guidelines on fraudulent borrower issued by the Reserve Bank of India and by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

I, am in compliance with the provisions of the Companies Act, 2013 in relation to the beneficial ownership, and Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto. -NA

I am not a promoter or director of any company or its holding company and subsidiary, whose securities are suspended or delisted from trading by any recognized stock exchange.

I am not a promoter or director of any company, which has been compulsorily delisted in terms of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 during the ten immediately preceding years nor am I related (directly or indirectly) to any such company or any promoter of such company.

I have not entered into any circular transactions for building up the capital or net worth of the Company.

I have not been found to be non-compliant with applicable securities laws.

I am not a promoter of a company which is on the "Dissemination Board" of any Stock Exchanges or a Company, which has not provided an exit option to the Public Shareholders in Compliance with the Circulars dated April 17, 2015, October 10, 2016 and August 1, 2017 issued by the SEBI in relation to exclusively Listed Companies of De-recognized/non-operational/exited Stock Exchanges.

I confirm that am not a promoter or member of the promoter group of an entity that has not complied with the minimum public shareholding requirements as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended.

There are no other companies, firm, trusts or other ventures in which I am involved that are in the same line of business or activity as the Company.

Build-up of Promoter Shareholding and Cost of Acquisition

The details relating to the average cost of the acquisition of Equity Shares and the weighted average price at which Equity Shares were acquired by me during the immediately preceding one year, eighteen months, and three years before the date of filing of the Issue Document are set out in **Annexure J**.

The details relating to the build-up of my shareholding in the Company are set out in **Annexure J**. I further certify that the Equity Shares detailed in **Annexure J** are eligible to form part of minimum promoter's contribution in the Issue in accordance with the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Consent to Lock-in and Minimum Promoters Contribution

I, as a promoter of the Company, hereby give my consent to include my shareholding in the Company of such number of Equity Shares representing 20% of the post-Issue paid-up equity share capital of the Company to be considered for lock-in, from the date of commencement of commercial production or date of allotment in the initial public issue, whichever is later in the Issue, for a period of three years or for such other time as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), as minimum promoters' contribution for the Issue. I confirm that all Equity Shares which are proposed to be locked-in are eligible for computation of promoters' contribution under Regulation 236, Regulation 237 and Regulation 238 of the SEBI ICDR Regulations.

In relation to this, I confirm that the Equity Shares held by me considered as promoters' contribution:

a) Have not been acquired in the preceding three years for consideration other than cash and no revaluation of assets or capitalization of intangible assets was involved in such acquisition;

Sushma Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

b) Are not resulting from a bonus issue in the preceding three years by utilization of revaluation reserves or unrealized profits, or against equity shares which are otherwise ineligible for computation of promoters' contribution;

c) are not subject to any pledge or any other encumbrance [except as permitted in Regulation 242 of the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

d) have not been acquired during the preceding year at a price lower than the Issue price; and

e) have been certified by the statutory auditors of the Company after due inquiry and due diligence as being eligible for lock-in in accordance with the SEBI ICDR Regulations.

I hereby confirm that in relation to the three-year lock-in the aggregate of my contribution of shareholding in the Issue and the contribution of any other promoter(s) in the Issue shall not be less than 20% of the post-Issue share capital of the Company

The details of the equity share capital being offered for minimum promoters' contribution by me are set out in **Annexure K**. I further consent to lock-in my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution (which shall be locked-in as specified above from the date of allotment in the Issue until the expiry of one year or for such other time as may be required under the SEBI ICDR Regulations or as may be specified by the SEBI. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on the Equity Shares forming part of the minimum promoters' contribution from the date of filing the Draft Red Herring Prospectus in respect of the Issue until such time that the Equity Shares are locked-in in accordance with Regulation 238 of the SEBI ICDR Regulations, except in accordance with Regulation 242(a) and Regulation 243 of the SEBI ICDR Regulations. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution until such time that such Equity Shares are locked-in, except in accordance with Regulation 242(b) and Regulation 243 of the SEBI ICDR Regulations.

I further confirm that none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

All related party transactions between me and the Company have been entered into arm's length price and is in compliance with applicable law.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Issue, except for fees or commission for services rendered in relation to the Issue.

There has been no material regulatory or disciplinary action taken against me and entities promoted by me by any stock exchange or regulatory authority in the immediately preceding year.

The Issue, and any action undertaken or proposed to be undertaken in furtherance thereof, will not contravene any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or am bound, or to which any of my property or assets are subject.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the Issue Document and the date of closure of the Issue will be promptly reported to the Company to enable the Company to report such transactions to the Stock Exchange within 24 hours of such transactions.

I have not entered, and shall not enter, into buy-back arrangements directly or indirectly for purchase of the Equity Shares.

I will not participate in the Issue and will not make any application for Equity Shares in the Issue and further confirm that neither I nor any person related to me shall apply under the Anchor Investor portion of the Issue, if any.

Sushma Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

There is no proposal whereby I will receive any portion of the proceeds from the Issue and there is no material existing or anticipated transaction with me in relation to utilization of the proceeds of the Issue.

My entire shareholding in the Company is in dematerialized form as of the date of this certificate. A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure L**.

I hereby consent to the submission of this certificate as may be necessary to the RoC, the Stock Exchanges and any other regulatory authority and/ or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM until the date when the Equity Shares are listed and commence trading on the Stock Exchange, pursuant to the Issue. In the absence of any such communication from me, BRLM can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on Stock Exchanges pursuant to the Issue.

This certificate can be relied on by the BRLM in relation to the Issue. I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Issue Document filed in relation to the Issue or any other Issue-related material.

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

Yours faithfully,

Sushma Kheria

Sushma Kheria
Promoter
Encl.: As above

Santosh Devi Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

CERTIFICATE FROM THE PROMOTER

Date: 29.09.2025

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

And

SMC Capitals Limited ("BRLM")
A- 401/402, Lotus Corporate Park,
Off Western Express Highway,
Jai Coach Signal, Goregaon (East),
Mumbai – 400063
Maharashtra, India

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 Sirs,

I, Santosh Devi Kheria, confirm that the information and confirmations set out in this certificate are true, fair, correct and adequate and not misleading in any respect. I also consent to be named as a promoter of the Company and to the inclusion of the information contained in this certificate (in part or full) in the Draft Red Herring Prospectus (the "**DRHP**") intended to be filed by the Company with the SME Platform of NSE (the "**Stock Exchange**") **("NSE Emerge")** and the Red Herring Prospectus (the "**RHP**") and the Prospectus (the "**Prospectus**"), which the Company intends to file with the Registrar of Companies, Ahmedabad (the "**RoC**") and thereafter file with the SEBI (for record purposes) and the Stock Exchange and in any other Issue-related documents.

Profile

I confirm that I am a "promoter" of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Companies Act, 2013, as amended and read with the applicable rules, circulars and notifications issued in relation thereto. I certify the information in respect of me, as set out in **Annexure A**.

I enclose a copy of my PAN (permanent account number) card, proof of bank account number and copy of passport as **Annexures B, C** and **D**, respectively, and authorize the Company to submit these documents to the Stock Exchange.

I also enclose a copy of my Aadhaar card (including my address as specified in the Issue Documents) in **Annexures E and** Driving License in **Annexure F**.

Change in Control

There has been no change in control of the Company in the five immediately preceding financial years.

List of Members of the Promoter Group

This is to certify that there are individuals and entities that form part of the "promoter group" of the Company, as defined under the SEBI ICDR Regulations, through me save and except as specified in **Annexure G. Annexure G**

Santosh Devi Kheria

701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

There is no disassociation by the Promoter in the three immediately preceding years:

Interest of the Promoter

Except as disclosed in **Annexure H**, neither I nor any of my relatives nor any entity in which I am interested as promoter, partner, director, proprietor or trustee holds any equity shares, warrants/convertible securities or stock options in the Company.

Except as disclosed in **Annexure H**, neither I nor any of my relatives or any members of the promoter group have, directly or indirectly, purchased or sold or financed the purchase by any other person of any securities of the Company during the six immediately preceding months.

I have no interest in (i) any intellectual property rights used by the Company, or (ii) any entity in the name of which the intellectual property rights of the Company are registered.

Except as disclosed in Issue Document, I have no interest in the promotion of the Company and I have no interest in any property acquired by the Company within the three immediately preceding years or proposed to be acquired by the Company.

There are no sums paid or agreed to be paid in cash or shares or otherwise to me or to a firm or company in which I am a member, for services rendered in connection with the promotion or formation of the Company.

I am not interested in any transaction in acquisition of land, construction of building and supply of machinery, etc., or any other transaction, contract, agreement or arrangement entered by the Company, and no payments have been made or are proposed to be made in respect of these transactions, contracts, agreements or arrangements.

There is no amount or benefit paid or given by the Company within the two immediately preceding years or intended to be paid or given to me.

There are no restrictive covenants as regards my interest in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

I have not provided any guarantees to any third parties with respect to the Equity Shares or convertible securities of the Company, or created or permitted any encumbrance or pledge upon any securities of the Company, including by way of any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

Except as disclosed below, there are no loans (secured or unsecured) outstanding, or advances taken by me from the Company.

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on March, 31 2025
	Nil	Nil	Nil

Except as disclosed below, following are the details of (secured or unsecured) outstanding, or advances given by me to the Company:

Sr. No.	Nature of Loans /Advances (Secured/ Unsecured)	Interest Rate (in %)	Outstanding Amount (in Rs.) as on March ,31 2025
1	Interest Free Loan		18,68,921

And other than to the extent of interest in the promotion of the Company, I have no interest, including business interests, in the Company.

I have no interest in the appointment of any BRLM, Underwriters, Registrars, Bankers or any other Intermediary or Service Provider to the Issue.

Santosh Devi Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

And other than to the extent of interest in the promotion of the Company, I have no interest, including business interests, in the Company.

I have no interest in the appointment of any BRLM, Underwriters, Registrars, Bankers or any other Intermediary or Service Provider to the Issue.

I have not entered into an agreement with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

There are no restrictive covenants as regards my interests in the Company in any shareholders' agreement, promoters' agreement or any other agreement for short term (secured and unsecured) and long-term borrowings.

Litigation:
Except as stated in **Annexure I**, there is no:

(i) pending criminal proceedings involving (by and against) me;
(ii) pending actions taken by statutory or regulatory authorities against me;
(iii) pending claims involving taxation matters (both direct and indirect tax cases) against me;
(iv) probable cause for investigation, enquiry, adjudication, prosecution or other regulatory action that has been found against me by any authority and no show cause notice has been issued to me, which is pending determination by any authority (The Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020);
(v) disciplinary actions taken and penalties imposed by the SEBI or any stock exchanges against me, during the five immediately preceding financial years, including outstanding actions;
other pending litigation involving (by and against) me which are material in accordance with the materiality threshold for disclosure of litigation proceedings in the issue documents approved by the Board of Directors of Company.
(vi) recovery proceedings initiated by the SEBI, no order for disgorgement or monetary penalty has been issued by SEBI, no non-compliance of any direction issued by the SEBI, and no proceedings has been remanded by the Securities Appellate Tribunal or court.

Other Confirmations

I confirm that:

(a) No show cause notice (including specifically under sub-section (4) of section 11 or section 11B(1) of the Securities and Exchange Board of India Act, 1992) has been issued against me by SEBI or any statutory or regulatory authority (including the Stock Exchanges) in an adjudication proceeding or otherwise;

(b) SEBI has not initiated any recovery proceedings against me; and

(c) There has not been any order for disgorgement or monetary penalty been passed against me nor any directions been issued by SEBI to me.

I and any entity, with which I am associated as promoter or director, are not prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI, or any other securities market regulator or any other regulatory authority, court or tribunal inside and outside India.

Further, neither I, nor members of the promoter group have been identified as wilful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof or any other governmental authority in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

I have not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Santosh Devi Kheria
701, Safal Param, Nr Prahladnagar Garden, Opp Viraj Vihar-8 Satellite, Ahmedabad City, Ambawadi vistar, Ahmedabad, Gujrat 380015

I have not been declared as 'Fraudulent Borrower' by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof in accordance with the guidelines on fraudulent borrower issued by the Reserve Bank of India and by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016.

I, am in compliance with the provisions of the Companies Act, 2013 in relation to the beneficial ownership, and Companies (Significant Beneficial Ownership) Rules, 2018 and any notifications and circulars related thereto. -NA

I am not a promoter or director of any company or its holding company and subsidiary, whose securities are suspended or delisted from trading by any recognized stock exchange.

I am not a promoter or director of any company, which has been compulsorily delisted in terms of Regulation 24 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 or Regulation 34 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 during the ten immediately preceding years nor am I related (directly or indirectly) to any such company or any promoter of such company.

I have not entered into any circular transactions for building up the capital or net worth of the Company.

I have not been found to be non-compliant with applicable securities laws.

I am not a promoter of a company which is on the "Dissemination Board" of any Stock Exchanges or a Company, which has not provided an exit option to the Public Shareholders in Compliance with the Circulars dated April 17, 2015, October 10, 2016 and August 1, 2017 issued by the SEBI in relation to exclusively Listed Companies of De-recognized/non-operational/exited Stock Exchanges.

I confirm that am not a promoter or member of the promoter group of an entity that has not complied with the minimum public shareholding requirements as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended.

There are no other companies, firm, trusts or other ventures in which I am involved that are in the same line of business or activity as the Company.

Build-up of Promoter Shareholding and Cost of Acquisition

The details relating to the average cost of the acquisition of Equity Shares and the weighted average price at which Equity Shares were acquired by me during the immediately preceding one year, eighteen months, and three years before the date of filing of the Issue Document are set out in **Annexure J**.

The details relating to the build-up of my shareholding in the Company are set out in **Annexure J**. I further certify that the Equity Shares detailed in **Annexure J** are eligible to form part of minimum promoter's contribution in the Issue in accordance with the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Consent to Lock-in and Minimum Promoters Contribution

I, as a promoter of the Company, hereby give my consent to include my shareholding in the Company of such number of Equity Shares representing 20% of the post-Issue paid-up equity share capital of the Company to be considered for lock-in, from the date of commencement of commercial production or date of allotment in the initial public issue, whichever is later in the Issue, for a period of three years or for such other time as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), as minimum promoters' contribution for the Issue. I confirm that all Equity Shares which are proposed to be locked-in are eligible for computation of promoters' contribution under Regulation 236, Regulation 237 and Regulation 238 of the SEBI ICDR Regulations.

In relation to this, I confirm that the Equity Shares held by me considered as promoters' contribution:

a) Have not been acquired in the preceding three years for consideration other than cash and no revaluation of assets or capitalization of intangible assets was involved in such acquisition;

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b) Are not resulting from a bonus issue in the preceding three years by utilization of revaluation reserves or unrealized profits, or against equity shares which are otherwise ineligible for computation of promoters' contribution;

c) are not subject to any pledge or any other encumbrance [except as permitted in Regulation 242 of the Securities and Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

d) have not been acquired during the preceding year at a price lower than the Issue price; and

e) have been certified by the statutory auditors of the Company after due inquiry and due diligence as being eligible for lock-in in accordance with the SEBI ICDR Regulations.

I hereby confirm that in relation to the three-year lock-in the aggregate of my contribution of shareholding in the Issue and the contribution of any other promoter(s) in the Issue shall not be less than 20% of the post-Issue share capital of the Company

The details of the equity share capital being offered for minimum promoters' contribution by me are set out in **Annexure K.** I further consent to lock-in my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution (which shall be locked-in as specified above from the date of allotment in the Issue until the expiry of one year or for such other time as may be required under the SEBI ICDR Regulations or as may be specified by the SEBI. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on the Equity Shares forming part of the minimum promoters' contribution from the date of filing the Draft Red Herring Prospectus in respect of the Issue until such time that the Equity Shares are locked-in in accordance with Regulation 238 of the SEBI ICDR Regulations, except in accordance with Regulation 242(a) and Regulation 243 of the SEBI ICDR Regulations. I further confirm that I shall not sell, transfer, create any pledge, lien or any other type of encumbrance on my entire pre-Issue shareholding in the Company, other than the minimum promoters' contribution until such time that such Equity Shares are locked-in, except in accordance with Regulation 242(b) and Regulation 243 of the SEBI ICDR Regulations.

I further confirm that none of the Equity Shares held or owned (beneficially or otherwise) by me are pledged or otherwise encumbered, including subject to any non-disposal undertaking, with any bank or financial institution or other creditor as collateral security for loans granted by such banks, financial institutions or with any other creditor.

All related party transactions between me and the Company have been entered into arm's length price and is in compliance with applicable law.

No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, shall be provided by me to any person for making an application for Equity Shares in the Issue, except for fees or commission for services rendered in relation to the Issue.

There has been no material regulatory or disciplinary action taken against me and entities promoted by me by any stock exchange or regulatory authority in the immediately preceding year.

The Issue, and any action undertaken or proposed to be undertaken in furtherance thereof, will not contravene any contract, indenture, mortgage, deed of trust, loan or credit agreement, note, lease or any other agreement or instrument to which I am a party or am bound, or to which any of my property or assets are subject.

I undertake that transactions in the securities of the Company by me during the period between the date of filing the Issue Document and the date of closure of the Issue will be promptly reported to the Company to enable the Company to report such transactions to the Stock Exchange within 24 hours of such transactions.

I have not entered, and shall not enter, into buy-back arrangements directly or indirectly for purchase of the Equity Shares.

I will not participate in the Issue and will not make any application for Equity Shares in the Issue and further confirm that neither I nor any person related to me shall apply under the Anchor Investor portion of the Issue, if any.

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There is no proposal whereby I will receive any portion of the proceeds from the Issue and there is no material existing or anticipated transaction with me in relation to utilization of the proceeds of the Issue.

My entire shareholding in the Company is in dematerialized form as of the date of this certificate. A copy of the latest shareholding statement from the depository participant is annexed herewith as **Annexure L.**

I hereby consent to the submission of this certificate as may be necessary to the RoC, the Stock Exchanges and any other regulatory authority and/ or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM until the date when the Equity Shares are listed and commence trading on the Stock Exchange, pursuant to the Issue. In the absence of any such communication from me, the BRLM can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on Stock Exchanges pursuant to the Issue.

This certificate can be relied on by the BRLM in relation to the Issue. I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Issue Document filed in relation to the Issue or any other Issue-related material.

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

Yours faithfully,

Santosh devi Kheria

Santosh Devi Kheria
Promoter
Encl.: As above