



VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

Off. No. 12, B Wing, Smital Avenue, Hatkesh Udyog Nagar Road, Near JP North,
Mira Road (East), Thane - 401107. Mob. : +91 99870 66314, +91 93217 99780

Web : www.vishalmanseta.com Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

Compliance Certificate

*(Pursuant to Regulation 163(2) of Chapter V of the Securities and Exchange Board of India
{Issue of Capital and Disclosure Requirements} Regulations, 2018 (as amended))*

Date : 07.02.2025

To

**The Board of Directors
Cospower Engineering Limited
Mumbai**

Dear Sir/Madam,

Subject: Certificate of Practicing Company Secretary on the compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, in relation to proposed preferential issue of 1,84,000 (One Lacs Eighty Four Thousand) Equity Shares of Face Value of Rs. 10/- each by Cospower Engineering Limited

1. This Certificate is issued in accordance with the terms of our engagement letter dated January 31, 2025 with Cospower Engineering Limited ('the Company').
2. In connection with the proposed issuance of upto 184,000 (One Lacs Eight Four Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) by way of preferential issue on private placement basis (hereinafter 'proposed preferential issue') of the Company, the Company is required to obtain a certificate from a Practicing Company Secretary with regard to compliance with the conditions of the proposed preferential issue as per requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations').
3. In terms of ICDR Regulations, the Company is in the process of issuing a Notice along with Explanatory Statement dated February 1, 2025 (together referred to as 'the Notice') to the shareholders of the Company for convening an Extraordinary General Meeting ('the EGM') scheduled to be held on Monday, March 3, 2025, seeking approval of shareholders by a special resolution for the proposed preferential issue of upto 184,000 (One Lacs Eight Four Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each as per Item No. 2 and 3 of the Notice.

Management Responsibility

4. The compliance with the aforesaid ICDR Regulations for the preferential issue and allotment of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 2 & 3 is the responsibility of Management of the Company.



5. Management is also responsible for providing all relevant information to the SEBI, and/or), BSE Limited (BSE) SME platform being the Stock Exchanges where its equity shares are listed.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - i) Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
 - ii) Determination of the minimum price of equity shares in accordance with Chapter V of the ICDR Regulations.
 - iii) Compliance with requirements of the ICDR Regulations.
 - iv) Compliance of the applicable laws and ensuring the authenticity of documents and Information furnished.

Verification

7. For the purpose of verifying the compliance of the Regulations, we have examined/performed the following documents/procedures:
 - a) With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - Noted that the relevant date i.e., February 1, 2025, being the working day immediately preceding the date that is 30 (thirty) days prior to the date of EGM being convened on March 3, 2025 in which the resolutions approving the preferential issue shall be considered by shareholders;
 - verified that the Company has obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date i.e. February 1, 2025, being;
 - verified from the undertaking and DP statement obtained by the Company from the proposed allottee and the records of the Company, the proposed allottee does not hold any equity shares of the Company;
 - examined the draft Notice of EGM (as approved in the meeting of Board of Directors of the Company held on Saturday, February 1, 2025) being issued and confirmed that the proposed preferential issue of equity shares of the Company shall be made fully paid up at the time of allotment;
 - examined the aforesaid Notice of EGM and confirmed that the special resolutions for proposed preferential issue of equity shares of the Company is included in the same;
 - enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with BSE Limited (SME platform) where the equity shares of the issuer is listed.
 - verified that the Company has obtained Permanent Account Number ("PAN") of the proposed allottees; and



- Conducted relevant management inquiries and obtained necessary representations from the Management in this regard.
- b) Reviewed the Memorandum of Association and Articles of Association of the Company;
- c) Reviewed the present capital structure including the details of the authorized, subscribed, issued, paid up share capital of the Company along with the shareholding pattern;
- d) Obtained and read a certified copy of resolutions of the Board of Directors of the Company approving the proposed preferential issue;
- e) Verified the Permanent Account Number ('PAN') of the Proposed Allottees subscribing to the preferential issue from the copy of the PAN card;
- f) Read the Notice and verified that the required disclosures in the Notice have been made in accordance with Regulation 163(1) of the ICDR Regulations and other applicable laws and Regulations;
- g) With respect to compliance with minimum price for preferential issue which is in accordance with Regulation 164 and Regulation 166A of the ICDR Regulations, we have issued our Certificate dated February 1, 2025;
- h) Valuation Report by the Independent Registered Valuer dated February 1, 2025 under Regulation 163(3) of the ICDR Regulations for issuance of securities and its submission to the stock exchanges where the equity shares of the Company are listed;

Certification:

8. Based on the verification procedures performed as mentioned above and information, explanations and representations provided by the Company, we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations.

Assumption & Limitation of Scope and Review:

9. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
10. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
11. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
12. This certificate is solely for your information and for being made available on the website of the Company to facilitate online inspection by the shareholders till March 3, 2025 being the date of EGM, to comply with the requirement under ICDR Regulations and accordingly it is not to be used, circulated, quoted, or otherwise referred to for any other purpose.

For Vishal N. Manseta

Practicing Company Secretary



Vishal N. Manseta

Place : Mumbai

Date : February 07, 2025

UDIN : A025183F003895016

M. No. : A25183

C.P. No. : 8981

PRC. No. : 1584/2021