

Chaturvedi & Company

Company Secretaries

Office : C 0004 ,Ajnara Homes 121,

Sector 121, Noida UP 201301 Mobile 9999990597

Email : chaturvediandcompanycs@gmail.com

To

The Board of Directors,

Avro India Limited

A-7/36-39, South of G.T Road Industrial Area,

Electrosteel Casting Compound,

Ghaziabad-201009, Uttar Pradesh

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of equity shares of face value of Rs. 10 each and warrants on preferential basis.

Dear Sir/ Madam,

I, Lalit Chaturvedi, Proprietor Chaturvedi & Company, Practicing Company Secretary has been appointed by the Avro India Limited (the "Company") to certify that the proposed preferential issue of 25,75,320 equity shares of the face value of Rs.10 /- each @ price of Rs. 185.50/- per equity share (Including premium of Rs. 175.50/-) per equity share to Non promoters and 3,23,450 Warrants at an issue price / conversion price of Rs. 185.50/- (including premium of Rs 175.50/-) per warrant to promoters, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed by shareholders in Extraordinary General Meeting ("EGM"), this certificate shall be available on website of the Company at link specified in the notice of Extraordinary General Meeting. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on December 27,2024

Managements' Responsibility

The compliance with the relevant provision of SEBI ICDR Regulations and the Act for the proposed preferential issue of equity shares and preparation of the EGM Notice, including its content is the responsibility of the management of the Company. This responsibility includes the design implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations.

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Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s). I hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

For Chaturvedi & Company

Lalit Chaturvedi

Practicing Company Secretaries

CP No. 13708

Membership No.: F5961

UDIN: F005961F003515236

Place: Noida

Date: 28.12.2024