

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors
Nibe Limited
Plot No. A-3/B in the Chakan Industrial Area Phase-II,
Village: Khalumbre, Taluka-Khed, Pune 410501

We, R M Mimani & Associates LLP, Practicing Company Secretary have been appointed by Nibe Limited (hereinafter referred to as 'Company'), having CIN: L34100PN2005PLC205813 and its Registered Office at Plot No. A-3/B in the Chakan Industrial Area Phase-II, Village: Khalumbre, Taluka-Khed, Pune 410501 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

The Company has proposed to issue upto 16,69,315 Equity Shares and upto 11,64,383 Warrants convertible into equivalent number of Equity Shares to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on January 03, 2023.

On the basis of the relevant management inquiries, necessary representations and information received from the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- (i) The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was December 29, 2022
- (ii) Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- (iii) Permanent Account Numbers of the proposed allottees, except those allottees who are exempt from specifying their Permanent Account Number for transacting in the securities market by the Board;
- (iv) disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
- (v) the convertible securities of the company shall not exceed eighteen months from the date of their allotment.
- (vi) the lock-in period as required under Regulation 167 of the Regulations



- (vii) the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- (viii) Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 364.41/-
- (ix) Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; (if applicable) -**Not Applicable**
- (x) it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

For R M Mimani & Associates LLP

[Company Secretaries]

[Firm Registration No. L2015MH008300]



Manoj Mimani

Partner

C.P. No.: 11601

ACS No.: 17083

PR NO.: 1065/2021



Place: Mumbai

Dated: January 03, 2023