CERTIFICATE BY PRACTICING COMPANY SECRETARY

To,
The Members
Sealmatic India Limited
CIN: (L26900MH2009PLC197524)

Dear Members,

Subject: Certificate of Practicing Company Secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Reference: Preferential Issue of Equity Shares of Sealmatic India Limited [CIN L26900MH2009PLC197524], being placed before the Members in the **Extra-Ordinary General Meeting** to be held on **Monday, 23rd Day of November, 2026.**

This Certificate is issued in terms of my engagement with **Sealmatic India Limited CIN: (L26900MH2009PLC197524)** ("the Company") and as per the requirement of sub-regulation 2 of regulation 163 under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI Regulations").

As required, I have examined the compliance with the applicable regulations of Chapter V of the SEBI Regulations for Preferential Issue of Equity Shares by the Company approved by the Board of Directors ("the Board") in its meeting dated **Tuesday, October 27, 2026** to the following persons;

Sr No.	Name of Proposed Allottee(s)	Category	No. of Equity Shares Post Allotment issued to proposed allottees	% of Post Issue Holding
1	Aniruddha Narayan Malpani	Non-Promoter	2,54,880	2.27%
2	Solidarity Micro Cap Emerging Leader AIF	Non-Promoter	4,06,440	3.62%
	Total		**6,61,320**	**5.89%**

In terms of the aforesaid SEBI Regulations and Companies Act, 2013, the Company is issuing Notice of **Extra-Ordinary General Meeting** to be held on **Monday, the 23rd day of November, 2026** along with explanatory statement ("the Notice") to the members of the Company for which **remote e-voting** is scheduled between **Friday, November 20, 2026 at 9.00 a.m. (IST) and ends**

on Sunday, November 22, 2026 at 5.00 p.m. (IST) and the members who will be present at the EGM through VC/ OAVM and who have not voted on remote e-voting will be allowed to cast their votes through **Venue e-voting** system during the EGM.

Pursuant to provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, the said notice seeks the consent of the members by way of Special Resolution to approve the proposed issue of 3,61,620 (Three Lakh Sixty-One Thousand Six Hundred and Twenty) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") at an issue price of Rs. 415/- (Rupees Four Hundred and Fifteen Only) per Equity Share (including a premium of Rs. 405/- per Equity Share), aggregating to Rs. 15,00,72,300/- (Rupees Fifteen Crore Seventy-Two Thousand Three Hundred Only), on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Extra-Ordinary General Meeting and such other permissions, sanctions and statutory approvals, as may be required. being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, to the Proposed Allottees, on preferential issue basis, as per the Notice.

Managements' Responsibility

The compliance with the aforesaid SEBI Regulations and Companies Act, 2013 for the preferential issue of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 1 of the Notice 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 me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI, and/or Bombay Stock Exchange of India Limited.

My responsibility

I have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.

I conducted my examination in accordance with the Guidance Manual on Quality of Audit & Attestation Services ("the Guidance Note") issued by the Institute of Company Secretaries of India ("the ICSI"). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the ICSI.

My Certificate is limited to certifying the disclosure requirements as specified under the SEBI Regulations which shall be included in the Notice while seeking approval of the Members in respect of Preferential Issue.

For the purpose of this certificate, I have planned and performed the following procedures to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of equity shares as set out in Item No. 1 of the notice is in accordance with regulation 159, 160, 161, 163, 164, 166(1) and 167 of the aforesaid SEBI Regulations:

a) With respect to Regulation 159 of SEBI Regulations, I have verified that the Company has obtained requisite undertaking from proposed allottees to ensure that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e., Friday, 23rd October, 2026 ("Relevant Date") determined in accordance with SEBI Regulations;

b) With respect to conditions specified in regulation 160 of the SEBI Regulations, I have performed the following procedure to confirm the compliance with required conditions:

- Obtained confirmation from the Company that all equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
- Examined the Notice issued by the Company and confirmed that the special resolution for the proposed preferential issue of equity shares is included in the same. Compliance with Regulation 160 (b) of SEBI Regulations will be subject to the special resolution being passed by the members of the Company on deemed date of passing of resolution i.e., **Monday, 23rd November, 2026.**
- Obtained confirmation from the Company and confirmed that the pre-preferential holding of equity shares of the Company held by the following proposed allottees have been locked-in from relevant date as per Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from relevant date till Lock-in date:

Name of the Proposed Allottee	**Whether any Pre preferential Holding held**	**Quantity**
Aniruddha Narayan Malpani	Yes	13,860
Solidarity Micro Cap Emerging Leader AIF	Yes	2,85,840

- 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 the recognized stock exchange where the equity shares of the Company are listed;

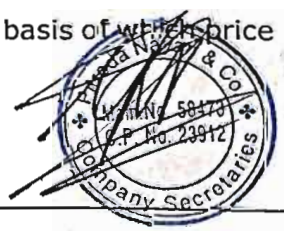
Pitroda Nayan & Co. Mem. No. 58473 C.P. No. 23912 Company Secretaries

- Verified that the Company has obtained Permanent Account Number ("PAN") of the proposed allottees. The Company has relied on the undertaking provided by the proposed allottees for the PAN number;
- Obtained confirmation from the Company that it will make an application seeking in-principle approval to the Bombay Stock Exchange of India Limited, where its equity shares are listed, on the same day when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

c) With respect to determination of relevant date as per the requirement specified in Regulation 161 of SEBI Regulations, I have satisfied myself that that the relevant date is **Friday, 23rd October, 2026**, being the date thirty day prior to the deemed date of passing of Special Resolution through Extra-Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

d) Read the aforesaid Notice and verified that the following relevant disclosures are made in accordance with regulation 163 of the SEBI Regulations:

- The objects of the preferential equity issue are included in the Notice;
- Maximum number of Equity Shares to be issued is included in the Notice;
- Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the offer is disclosed in the Notice;
- Shareholding pattern of the Company before and after the preferential issue is disclosed in the Notice;
- The time frame within which the preferential equity issue shall be completed is disclosed in the Notice;
- Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees;
- The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue;
- Undertaking that the Company shall re-compute the price of the Equity Share in terms of the provision of SEBI Regulations where it is required to do so is included in the Notice;
- Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees;
- Since, as per the confirmation given by the Company, its Directors and Promoters that they are not wilful defaulter or a fraudulent borrower, disclosures specified in Schedule VI of SEBI Regulations is not applicable;
- The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter;
- The special resolution specifies the relevant date on the basis of which price of the equity shares to be allotted shall be calculated.



e) I have satisfied myself that Equity Shares of the Company are frequently traded shares since, traded turnover on Bombay Stock Exchange of India Limited (being the stock exchange where the highest trading volume in respect of the equity shares of the issuer has been recorded) during the 240 trading days preceding the relevant date, is more than ten per cent of the total number of Equity shares of such class of Equity shares of the Company.

f) Since there is no change in control of the company, no valuation report of an Independent Registered Valuer for determining the price is required to be Obtained.

g) With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination which results in a floor price higher than that determined under these regulations.

The Notice specifies the Issue Price of Rs. 415/- (Rupees Four Hundred and Fifteen Only) per Equity Share (including a premium of Rs. 405/- per Equity Share) which is higher than the Floor Price determined in afore mentioned manner. The relevant date for the purpose of said minimum issue price was 23/10/2026. The workings for arriving at such minimum issue price is attached herewith as **Annexure A**.

h) In respect of Lock-in as specified in Regulation 167 of SEBI Regulations, I have verified the content of the Notice that it includes the lock-in provisions of equity shares allotted on Preferential Basis to the Proposed Allottees. Further, the Proposed Allottee is holding Equity Shares of the Company as on Relevant Date and accordingly, the pre-preferential shareholding of each of proposed allottee(s) (if any) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from relevant date i.e. 23rd October, 2026 till lock-in date. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder

Name of Proposed Allottee	**Pre-preferential holding**	**Lock in Details**	
		From	**Till**
Aniruddha Narayan Malpani	13,860	22-10-2026	29-04-2027
Solidarity Micro Cap Emerging Leader AIF	2,85,840	22-10-2026	29-04-2027
Total	**2,99,700**		

Conclusion

Based on the procedures performed as mentioned above, evidence obtained and information and explanations and representations provided by the Company's management, nothing has come to my attention that causes me to believe that

the proposed preferential issue of equity shares of the Company is not in accordance with the relevant aforesaid SEBI Regulations.

Restriction of use

This certificate has been issued at the request of the Company and is intended solely for the information and use of the Board of Directors and members of the Company in connection with the proposed preferential issue of Equity Shares and listing thereof and as a result, this certificate may not be suitable for any other purpose. Accordingly, the certificate should not be quoted or referred to in any other document or made available to any other person or persons without my prior written consent. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is shown nor into whose hands it may come without my prior written consent.

For, Pitroda Nayan & Co.,
Company Secretaries

Mem.No. 58473
C.P. No. 23912

Nayan P. Pitroda
Proprietor
Mem. No.: 58473
C.P. No.: 23912
UDIN.: A058473H002042895
P/R No.: 5509/2024

Date.: 27th October, 2026
Place.: Ahmedabad

Anneuxre A

Working of calculation of minimum issue price as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018

a. The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date

Date	Volume	Value
22-Oct-26	6,840	26,50,149
21-Oct-26	4,140	16,64,298
19-Oct-26	1,080	4,43,718
16-Oct-26	2,880	12,33,288
15-Oct-26	5,400	23,38,767
14-Oct-26	4,140	17,73,612
13-Oct-26	4,320	18,18,198
12-Oct-26	3,420	14,24,160
09-Oct-26	9,000	37,03,689
08-Oct-26	8,100	33,73,551
07-Oct-26	4,320	18,77,724
06-Oct-26	24,480	1,11,13,281
05-Oct-26	28,620	1,18,30,500
01-Oct-26	8,280	32,99,553
30-Sep-26	2,340	9,37,413
29-Sep-26	3,780	15,17,877
28-Sep-26	6,660	26,80,866
25-Sep-26	5,940	23,79,618
24-Sep-26	5,220	21,11,301
23-Sep-26	18,540	73,91,700
22-Sep-26	4,320	16,69,842
21-Sep-26	4,140	15,86,223

18-Sep-26	14,760	57,70,863
17-Sep-26	4,680	17,74,863
16-Sep-26	5,760	21,62,997
15-Sep-26	12,420	47,11,374
11-Sep-26	3,060	11,46,339
10-Sep-26	4,860	18,47,169
09-Sep-26	7,380	28,00,440
08-Sep-26	10,260	38,47,896
07-Sep-26	8,100	30,05,208
04-Sep-26	3,240	12,30,048
03-Sep-26	3,600	13,55,544
02-Sep-26	1,620	6,22,260
01-Sep-26	7,020	27,77,589
31-Aug-26	6,300	25,17,840
28-Aug-26	2,880	11,52,378
27-Aug-26	3,060	12,13,119
26-Aug-26	6,300	25,22,349
25-Aug-26	2,700	10,80,927
24-Aug-26	5,400	21,62,844
21-Aug-26	3,600	14,17,707
20-Aug-26	7,920	31,01,796
19-Aug-26	1,800	7,20,018
18-Aug-26	6,300	25,27,641
17-Aug-26	2,880	11,60,001
14-Aug-26	4,320	17,40,393
13-Aug-26	18,900	75,61,440
12-Aug-26	4,860	19,23,786
11-Aug-26	2,700	10,85,058
10-Aug-26	2,340	9,45,324
07-Aug-26	10,800	43,48,557

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06-Aug-26	1,440	5,67,918
05-Aug-26	2,160	8,61,903
04-Aug-26	4,860	19,11,672
03-Aug-26	8,100	31,82,733
31-Jul-26	1,080	4,22,442
30-Jul-26	3,780	14,80,554
29-Jul-26	5,760	22,81,824
28-Jul-26	2,520	9,86,787
27-Jul-26	2,880	11,26,413
24-Jul-26	4,860	18,99,810
23-Jul-26	2,340	9,12,636
22-Jul-26	3,420	13,35,267
21-Jul-26	6,120	23,81,130
20-Jul-26	4,680	18,28,269
17-Jul-26	3,420	13,56,732
16-Jul-26	1,980	7,88,652
15-Jul-26	8,100	31,53,321
14-Jul-26	5,760	22,15,521
13-Jul-26	6,660	25,16,445
10-Jul-26	6,660	26,38,899
09-Jul-26	13,320	49,58,415
08-Jul-26	2,700	9,53,082
07-Jul-26	1,800	6,45,372
06-Jul-26	3,600	12,99,213
03-Jul-26	1,620	5,80,104
02-Jul-26	2,520	9,03,465
01-Jul-26	1,620	5,93,496
30-Jun-26	6,840	25,49,475
29-Jun-26	6,660	24,98,373
25-Jun-26	5,400	19,93,086

24-Jun-26	3,060	11,21,661
23-Jun-26	540	2,01,708
22-Jun-26	3,600	13,45,770
19-Jun-26	3,060	11,29,689
18-Jun-26	6,120	22,38,174
17-Jun-26	7,560	27,73,233
16-Jun-26	4,140	15,06,087
15-Jun-26	20,700	73,32,822
Total	**5,27,220**	**20,75,25,249**

= 20,75,25,249 / 5,27,220
=Rs. 393.62173/-

b. The 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date

Date	No. of Shares	Total Turnover (Rs.)
22-Oct-26	6,840	26,50,149
21-Oct-26	4,140	16,64,298
19-Oct-26	1,080	4,43,718
16-Oct-26	2,880	12,33,288
15-Oct-26	5,400	23,38,767
14-Oct-26	4,140	17,73,612
13-Oct-26	4,320	18,18,198
12-Oct-26	3,420	14,24,160
09-Oct-26	9,000	37,03,689
08-Oct-26	8,100	33,73,551
Total	**49,320**	**2,04,23,430**

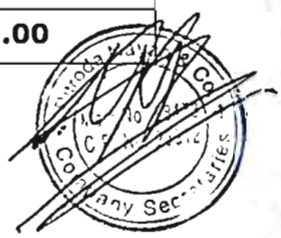
=2,04,23,430 / 49,320

=Rs. 414.10036/-

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Summary

Particulars	Price (Rs.)
90 trading days VWAP preceding the relevant date	393.62
10 trading days VWAP preceding the relevant date	414.10
Minimum issue price (higher of the above)	**414.10**
Issue price fixed by the Board	**415.00**



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