

**COMPLIANCE CERTIFICATE**

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

To,

The Board of Directors,  
GENESIS IBRC INDIA LIMITED  
401, VVN Residency, 40 A, Ashok Nagar,  
Ashok Nagar (West Godavari), Eluru,  
Andhra Pradesh - 534002

I, Piyush A. Gohel, Practicing Company Secretary having been appointed by GENESIS IBRC INDIA LIMITED (hereinafter referred to as 'Company'), a Company Incorporated under the provisions of the erstwhile Companies Act, 1956 having CIN: L47733AP1992PLC107068 and its registered office at 401, VVN Residency, 40 A, Ashok Nagar, Ashok Nagar (West Godavari), Eluru, Andhra Pradesh - 534002 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").

In accordance with the Regulations, the Company has proposed to offer, issue and allot up to 4,02,50,000 (Four Crore Two Lakhs Fifty Thousand) equity shares of the Company of face value of INR 10 (Indian Rupees Ten Only) each to promoter and non-promoter ('Subscription Shares') at a price of INR 10 (Indian Rupees Ten Only) each, payable in cash ('Issue Price'), aggregating to INR 40,25,00,000 (Indian Rupees Forty Crore Twenty-Five Lakhs Only) ('Proposed Preferential Issue'). The Proposed Preferential Issue is approved at the meeting of Board of Directors of the Company held on January 28, 2026.

**Management Responsibility:**

- (a) The compliance with Chapter V of the ICDR Regulations for the preferential issue is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents, this responsibility includes the implementation and maintenance of internal controls and records relevant to the preparation of internal controls relevant to the preparation / presentation in the Notice of the Postal Ballot and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



- (b) The Management is also responsible for providing all relevant information to SEBI and BSE Limited. 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. Determine the minimum price of the equity shares in accordance with Regulation 164, 165 and 166A of the ICDR Regulations 2018.
  - iii. Compliance with the all-other requirements of the SEBI ICDR Regulations 2018.

Certifier's Responsibility:

- (a) Pursuant to the requirements of sub-Para 2 of Regulation 163 of part III of Chapter V of the ICDR Regulations, it is my responsibility to obtain limited assurance and conclude as to whether the details of the Proposed Preferential Issue is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.
- (b) We conducted our examination of the statement/ records in accordance with the applicable Guidance are issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.
- (c) A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.
- (d) With respect to conditions specified in Regulation 159 and 160 of the ICDR Regulations, I have performed the following procedures to confirm the compliance with required conditions:
  - (i) Noted the relevant date i.e. Tuesday, February 3, 2026, being the date thirty days prior to the date on which the resolution shall be deemed to be passed through postal ballot, i.e. March 5, 2026;
  - (ii) Verified that the Company has obtained requisite undertaking / consent from the proposed allottees to ensure that (i) they have not sold or transferred any equity shares of the Company during 90 trading days preceding the relevant date, (ii) hold / not hold any shares prior to this Preferential Issue;
  - (iii) Read the Postal Ballot Notice and verified that proposed special resolution for Proposed Preferential Issue for cash consideration of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations.



- (iv) With respect to compliance with minimum price for Proposed Preferential Issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations and based on the valuation report obtained from the registered valuer.
- (v) Read the certified copy of the resolution passed at the board meeting held on January 28, 2026 produced before me by the management containing the list of the Proposed Allottees.
- (vi) Conducted relevant management inquiries and obtained necessary representations.

Certification:

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations as applicable to the preferential issue, Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, I have verified such documents and information, with respect to the Proposed Preferential Issue, I hereby certify that:

- (a) None of the proposed allottees are ineligible for allotment in proposed promoter / non-promoter category in terms of Regulation 159 of SEBI (ICDR) Regulations, 2018.
- (b) None of the allottees, except Mr. Padmanaban Krishnamoorthy and Ms. V. Varalakshmi, has pre-preferential holding in the Company. Further, based on the consent letter received from all the proposed allottees, except Mr. Padmanaban Krishnamoorthy and Ms. V. Varalakshmi, none of allottee have pre-preferential holding in the Company. Further, in respect of pre-preferential holding of Mr. Padmanaban Krishnamoorthy and Ms. V. Varalakshmi, the process of lock-in of pre-preferential holdings from the Relevant Date i.e., Tuesday, February 3, 2026 is started.
- (c) The Proposed Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing the proposed securities.

Conclusion:

Based on my examination as above, and the information and explanations given to me, nothing has come to my attention that causes me to believe that the details of the Proposed Preferential Issue provided is accordance with the requirements of the SEBI ICDR Regulations 2018 as applicable to the preferential issue.



Restriction on distribution or use:

- (a) The audit / verification conducted by is solely to assist you in meeting your responsibilities in relation to the compliance with the SEBI ICDR Regulations by the Company and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company (and on the website of the Company) so as to provide them requisite information for approving the Proposed Preferential Issue and for the purpose of further submission to the stock exchange and should not be used by any other person or for any other purpose.
- (b) Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing. 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 or into whose hands it may come without my prior written consent.



Piyush A. Gohel  
Practicing Company Secretary  
FCS No: 9068  
COP No. 27451  
ICSI UDIN: F009068G003675434  
PEER REVIEW NO: 6587/2025

Date: January 30, 2026

Place: Mumbai