

	RUCHIKA AGARWAL
	Company Secretary
	Unit No. 5D, 5th Floor, 31, Ganesh Chandra Avenue, Kolkata – 700 013
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To
The Board of Directors
MSP Steel & Power Limited
South City Business Park,
10th Floor, 770, Anandpur, E M Bypass,
Kolkata – 700 007

Sub: Certificate under regulation 163(2) of the SEBI (ICDR) Regulations, 2018.

I, Ruchika Agarwal, Practicing Company Secretary, has been requested by the management of **MSP Steel & Power Limited** (“the Company”) having registered office at South City Business Park, 10th Floor, 770 Anandapur, Kolkata-700107 to certify the completeness of the compliance with the requirements of ‘Chapter V-Preferential Issue’ of Securities Exchange board of India (“SEBI”) (Issue of Capital and Disclosure Requirement) Regulations 2018 as amended from time to time (“ICDR Regulations”). In accordance with Regulation 163(2) of the ICDR Regulations of the proposed preferential issue of Equity Shares on conversion of unsecured loan of the Promoter/Promoter Group Companies. This certificate is to be placed before the annual general meeting of the shareholders to consider the proposal for the preferential issue of Equity Shares.

The preparation and maintenance of all the compliance records including the books, papers, minute books, article of association, shareholding pattern of the company and stock exchange compliance records is the sole responsibility of the management of the Company. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

- 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.
- Determination of the minimum price of equity shares in accordance with Regulation 164 of the SEBI{ICDR) Regulations, 2018 .
- Compliance with requirements of the other SEBI (ICDR) Regulations.

I have been provided with all the relevant documents along with clarifications and explanations as required for the purpose of this certificate.

In respect of the proposed preferential issue of 3,65,59,437 (Three Crores Sixty Five Lakhs Fifty Nine Thousands Four Hundred and Thirty Seven) Equity Shares of face value of Rs.10/- per share on Conversion of Unsecured Loan of Promoter and Promoter Group, in terms of Notice of even date

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convening the Annual General Meeting of the Company (hereinafter referred to as the "AGM Notice").

I Ruchika Agarwal, Practicing Company Secretary, has verified the relevant records and documents of the Issuer and state that:

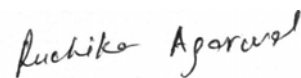
In respect of Agenda Item No. 14 of the AGM Notice i.e Equity Shares of face value of Rs.10/- per share on Conversion of Unsecured Loan of Promoter and Promoter Group on preferential basis of the Company, based on information, explanations and representations provided by the Company, I certify that the proposed preferential issue has been made in accordance with the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations,2018 and amendments thereof.

This certificate is issued based on the information provided to us and our examination thereof. Our responsibility is limited to the procedures performed and the report issued solely for the purpose mentioned above. I do not assume any responsibility for any changes that may have occurred subsequent to the date of this certificate.

This certificate is issued solely for the purposes of circulating to the members of the company and submission to the Stock Exchanges in accordance with the proposed preferential issue of Equity Shares on conversion of unsecured loan of the Promoter/Promoter Group Companies. I do not accept or assume any liability for any other purpose this certificate may have been used or to any other person who may have acted based on this certificate.

I'm not liable for any claims, liabilities or expenses relating to this certificate except to the extent of fees received.

Ruchika Agarwal
Company Secretary



Mem No.: A52590
CP No.: 25977
UDIN: A052590F001221252

Place: Kolkata
Date: 14th Day of September, 2024