

Certificate No: MMN/C/2024-2025/Apr/003

To,
The Board of Directors
HLE Glascoat Limited
H -106, Phase IV, G I D C Estate
Vitthal ,Udyognagar, Anand - 388121
Gujarat, India

STATUTORY AUDITORS' CERTIFICATE ON MINIMUM PRICE

1. This certificate is issued in accordance with your email dated March 27, 2024, requesting us to certify the accompanying statement containing details on computation of "Minimum Pricing Norms" applicable to the Company in connection with the issue of shares pursuant to the Scheme of Arrangement based on the pricing formula prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the ICDR Regulations") issued by the Securities and Exchange Board of India (the "SEBI") has been prepared by the management pursuant to the requirements of the checklist issued by the Stock Exchanges (as defined below) read with Regulation 37 of the Listing Regulations for the purpose of submission to the SEBI, National Stock Exchange of India Limited ("NSE") and the BSE Limited (BSE") (collectively referred as "Stock Exchanges") with respect to the Scheme of Amalgamation, approved by the board of directors of the Kinam Enterprises Private Limited (Transferor Company) and the HLE Glascoat Limited (Transferee Company) on 13th February, 2024 ("Scheme of Amalgamation").

The relevant date for the purpose of computing the minimum price is 13th February, 2024 ("the Relevant Date").

Management's Responsibility for the Statement

2. The preparation of the statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Undertaking and applying an appropriate basis of preparation.

The management is also responsible for ensuring that the Company complies with all the regulatory requirements, as applicable, for the purpose of furnishing the accompanying Statement and for providing all relevant information to the SEBI and Stock Exchanges. In addition, the management is responsible for ensuring that the Company complies with the ICDR Regulations & SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") including the below requirements:

- i. Determination of the 'relevant date', being the date of board meeting in which the Scheme of Amalgamation is approved for in accordance with Regulation 161 of the ICDR Regulations read with explanation to the aforesaid regulation & SEBI Master Circular;
- ii. Determining the stock exchange i.e., NSE, with the highest trading volume in equity shares recorded during the 90 trading days immediately preceding the Relevant Date.



- iii. Determination of the minimum price of the proposed issue of equity shares in accordance with Regulation 164 of Chapter V of the ICDR Regulations read with SEBI Circulars, being higher of VWAP of the related equity shares quoted on NSE for:
- a. 90 trading days preceding the relevant date or
 - b. 10 trading days preceding the relevant date

Auditor's Responsibility

3. Pursuant to the requirements as stated in paragraph above, it is our responsibility to express reasonable assurance in the form of an opinion as to whether the minimum issue price of Rs. 540.36 per share, as set out in the accompanying statement using 13th February, 2024 as the relevant date, with respect to the Scheme of Amalgamation is in accordance with the Regulation 164 of Chapter V of the ICDR Regulations read with the SEBI Circulars.

We have performed the following procedures in relation to the accompanying Statement:

- a) Noted that the relevant date for the proposed Scheme of Amalgamation is as per the ICDR Regulations read with the SEBI Circulars;
- b) Obtained the certified copy of the resolution passed at the meeting of the Board of Directors held on 13th February, 2024 in respect of the proposed Scheme of Amalgamation;
- c) Downloaded traded turnover of the Company's equity shares from BSE and NSE and examined whether the shares of Company are frequently traded in terms of Regulation 164(5) of Chapter V of the ICDR Regulations
- d) Obtained the calculation of minimum price of the equity shares from the management, as given in the accompanying Statement with respect to the Scheme of Amalgamation calculated in accordance with pricing formula mentioned above and recomputed the same; and
- e) Downloaded the data of number of equity shares traded of the Company and the price thereof from the official website of NSE and recomputed the volume weighted average price for the 10 and 90 trading days preceding the Relevant Date and traced the same to the Statement;

We conducted our examination for this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

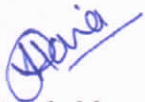
4. Based on the examination as above, evidences obtained, and the information and explanations given to us along with the representation provided to us by the management, in our opinion, the minimum issue price of Rs. 540.36 per share, as set out in the accompanying Statement using 13th February, 2024 as relevant date, with respect to the Scheme of Amalgamation is, in all material respects, in accordance with the Regulation 164 of Chapter V of the ICDR Regulations read with the SEBI Circulars



Restrictions on distribution or use

5. The certificate is addressed to and provided to the Board of Directors of the Company solely to enable the Board of Directors to comply with the requirements as stated in paragraph above which requires the Company to submit such a certificate along with the accompanying Statement to the SEBI and the Stock Exchanges, in connection with the Scheme of Amalgamation, and therefore should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other.

For M M Nissim & Co LLP
Chartered Accountants
FRN: 107122W/W100672



Dimple Maru
Partner

Membership No: 141312
UDIN: 24141312BKCMIQ6910
Date: 3rd April, 2024



Annexure - A

Statement of Computation of Minimum Price pursuant to Chapter V of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("the ICDR Regulations")

Computation of the volume weighted average price of the equity shares quoted on the recognized stock exchange during the 90 trading days and 10 trading days preceding the relevant date.

The Relevant Date is 13th February, 2024.

Date	Close Price	Volume	Value (in INR)	Trading Days
04-Oct-23	548.45	63,528	3,50,16,960	90
05-Oct-23	538.35	89,272	4,84,19,740	89
06-Oct-23	540.70	58,141	3,15,23,665	88
09-Oct-23	529.10	50,490	2,68,59,675	87
10-Oct-23	524.60	76,895	4,05,15,522	86
11-Oct-23	523.20	79,545	4,19,86,381	85
12-Oct-23	520.75	80,158	4,19,99,672	84
13-Oct-23	521.05	50,857	2,66,08,376	83
16-Oct-23	519.35	62,555	3,25,17,913	82
17-Oct-23	524.75	54,329	2,84,89,410	81
18-Oct-23	552.90	5,29,083	29,17,29,281	80
19-Oct-23	555.65	1,06,241	5,89,09,291	79
20-Oct-23	546.30	48,117	2,63,97,806	78
23-Oct-23	513.95	1,41,786	7,42,37,967	77
25-Oct-23	509.80	73,717	3,78,62,696	76
26-Oct-23	498.95	1,16,771	5,83,72,040	75
27-Oct-23	509.20	68,184	3,49,32,397	74
30-Oct-23	525.85	48,075	2,48,75,743	73
31-Oct-23	524.30	52,788	2,78,32,755	72
01-Nov-23	519.45	28,109	1,47,30,872	71
02-Nov-23	510.45	50,428	2,59,41,265	70
03-Nov-23	505.60	80,305	4,09,85,525	69
06-Nov-23	520.95	63,437	3,29,50,407	68
07-Nov-23	510.20	70,723	3,60,80,244	67
08-Nov-23	516.20	39,121	2,02,12,307	66
09-Nov-23	510.30	40,331	2,06,70,727	65
10-Nov-23	513.25	34,655	1,77,39,423	64
12-Nov-23	521.40	19,413	1,01,02,464	63
13-Nov-23	523.55	40,784	2,12,33,282	62
15-Nov-23	523.20	31,253	1,63,68,487	61
16-Nov-23	524.25	37,160	1,94,57,610	60
17-Nov-23	522.60	31,148	1,63,22,725	59
20-Nov-23	522.85	31,021	1,62,34,908	58
21-Nov-23	519.15	27,571	1,43,58,243	57
22-Nov-23	523.60	27,459	1,42,97,308	56
23-Nov-23	518.00	30,446	1,57,94,602	55
24-Nov-23	516.40	29,844	1,54,13,898	54
28-Nov-23	545.75	3,54,163	19,09,84,853	53



Date	Close Price	Volume	Value (in INR)	Trading Days
29-Nov-23	542.10	82,511	4,47,83,060	52
30-Nov-23	535.65	46,925	2,50,86,313	51
01-Dec-23	541.35	58,554	3,15,98,576	50
04-Dec-23	540.40	45,150	2,44,46,019	49
05-Dec-23	536.30	69,122	3,70,18,282	48
06-Dec-23	542.40	70,277	3,78,41,412	47
07-Dec-23	537.80	43,944	2,36,35,344	46
08-Dec-23	532.85	48,910	2,62,06,692	45
11-Dec-23	531.40	55,380	2,94,73,827	44
12-Dec-23	531.55	82,766	4,45,24,162	43
13-Dec-23	533.80	37,078	1,97,72,644	42
14-Dec-23	538.70	68,312	3,67,01,999	41
15-Dec-23	536.70	55,608	3,00,77,330	40
18-Dec-23	537.75	53,355	2,87,23,571	39
19-Dec-23	538.70	52,346	2,83,00,533	38
20-Dec-23	525.05	1,53,206	8,24,74,156	37
21-Dec-23	526.80	71,865	3,77,58,612	36
22-Dec-23	532.00	41,686	2,21,89,855	35
26-Dec-23	540.75	78,720	4,25,43,224	34
27-Dec-23	539.80	46,301	2,50,55,883	33
28-Dec-23	542.10	46,686	2,53,02,873	32
29-Dec-23	539.90	46,646	2,51,96,195	31
01-Jan-24	537.10	58,938	3,17,72,635	30
02-Jan-24	534.40	58,625	3,13,86,680	29
03-Jan-24	557.70	4,54,073	25,25,55,332	28
04-Jan-24	564.65	2,55,286	14,45,22,540	27
05-Jan-24	566.25	1,20,112	6,80,26,195	26
08-Jan-24	557.90	90,326	5,04,97,599	25
09-Jan-24	555.90	65,446	3,63,78,897	24
10-Jan-24	548.15	45,874	2,52,37,680	23
11-Jan-24	561.50	1,23,261	6,91,04,561	22
12-Jan-24	558.00	39,748	2,22,38,459	21
15-Jan-24	573.15	2,58,103	14,74,76,461	20
16-Jan-24	559.75	80,428	4,55,29,898	19
17-Jan-24	551.30	83,718	4,68,60,638	18
18-Jan-24	545.85	61,327	3,33,98,636	17
19-Jan-24	555.40	47,135	2,59,78,991	16
20-Jan-24	561.90	65,371	3,65,53,286	15
23-Jan-24	541.95	83,428	4,54,69,639	14
24-Jan-24	545.25	53,922	2,92,49,647	13
25-Jan-24	541.35	36,195	1,96,35,286	12
29-Jan-24	542.55	48,913	2,67,49,496	11
30-Jan-24	539.00	37,776	2,04,43,352	10
31-Jan-24	539.30	55,215	2,96,93,497	9
01-Feb-24	535.50	38,981	2,09,73,136	8
02-Feb-24	533.80	45,836	2,44,88,116	7
05-Feb-24	523.75	70,582	3,70,64,561	6
06-Feb-24	529.80	69,718	3,63,49,553	5
07-Feb-24	523.90	40,809	2,14,28,135	4



Date	Close Price	Volume	Value (in INR)	Trading Days
08-Feb-24	520.10	35,275	1,83,86,566	3
09-Feb-24	518.25	35,683	1,84,42,534	2
12-Feb-24	510.80	40,950	2,10,62,513	1
Total		68,74,305	3,71,46,31,520	
Average Price - 90 days			540.36	

Source: NSE Website

Date	Close Price	Volume	Value (in INR)	Trading Days
30-Jan-24	539.00	37,776	2,04,43,352	10
31-Jan-24	539.30	55,215	2,96,93,497	9
01-Feb-24	535.50	38,981	2,09,73,136	8
02-Feb-24	533.80	45,836	2,44,88,116	7
05-Feb-24	523.75	70,582	3,70,64,561	6
06-Feb-24	529.80	69,718	3,63,49,553	5
07-Feb-24	523.90	40,809	2,14,28,135	4
08-Feb-24	520.10	35,275	1,83,86,566	3
09-Feb-24	518.25	35,683	1,84,42,534	2
12-Feb-24	510.80	40,950	2,10,62,513	1
Total		4,70,825	24,83,31,962	
Average Price - 10 days			527.44	

Source: NSE Website

Preferential Allotment Price Summary

Relevant Date	13 th February 2024
Preferential Allotment Price 90 days	540.36
Preferential Allotment Price 10 days	527.44
Higher of the two	540.36

Source: NSE Website

