GAURI GOKHALE
COMPANY SECRETARY
E-mail:- csgauri88@gmail.com Contact:- +91 9662797204

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
The Board of Directors
United Heat Transfer Limited
Plot No F-131, MIDC Area, Ambad,
Nashik- 422010, Maharashtra
CIN: L29191MH1995PLC084982

Subject: Certificate under Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

In connection with the proposed preferential issue of **29,68,000(Twenty-Nine Lakh Sixty-Eight Thousand)** fully paid-up equity shares of face value of Rs. 10/- each ("**Equity shares**"), at an issue price of Rs. 105.5/- (Indian Rupees One Hundred and Five and Fifty Paise) including a premium of Rs. 95.5/- (Indian Rupees Ninety Five and Fifty Paise) per equity share to non-promoter category of United Heat Transfer Limited ("the Company") (hereinafter referred to as "Preferential Issue"), the Company is required to obtain a certificate from Practicing Company Secretary confirming that the proposed preferential issue is being made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**").

Accordingly, this Certificate is being issued under the ICDR Regulations.

Management Responsibility:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

a. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue of Securities;
b. Determination of the minimum price of Securities in terms of Regulation 164 of the ICDR Regulations; and
c. Compliance with the conditions/ requirements of the ICDR Regulations and the Companies Act, 2013.

GAURI GOKHALE
COMPANY SECRETARY
E-mail:- csgauri88@gmail.com Contact:- +91 9662797204

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance with the applicable provisions of the ICDR Regulations, I have examined the following limited documents/information as provided by the Company and available on the date of this certificate:

1. Certified copy of Board Resolution dated 26th August, 2026 approving proposal for Preferential Issue;

2. Confirmation from the Company that:

i. The Board of Directors of the Company has decided 20th August, 2026, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is to be held i.e. 19th September, 2026, to consider and approve the Preferential Issue;

ii. The Company has determined the minimum price of securities in terms of Regulation 164 of the ICDR Regulations; Volume Weighted Average, the Pricing Methodology is adopted for the proposed Preferential issue and issue company has obtained the Valuation report dated 26th August 2026 from independent registered valuer.

iii. The Company has obtained Permanent Account Number of Proposed Allottees;

iv. The pre-preferential shareholding of proposed allottee(s), wherever applicable has to be locked in accordance with Regulation 167(6) of ICDR Regulations.

v. The Proposed allotment of securities shall be made in dematerialized form.

vi. The Post allotment shareholding of the Proposed Allottee(s) shall be locked-in as per the requirements of the ICDR Regulations.

vii. The Proposed Allottees have not sold any equity shares of the Company during ninety trading days preceding the Relevant Date (Relevant Date being 20th August, 2026);

GAURI GOKHALE
COMPANY SECRETARY
E-mail:- csgauri88@gmail.com Contact:- +91 9662797204

viii. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company 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 Securities and Exchange Board of India thereunder;

ix. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the proposed Preferential Issue;

x. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (i.e. BSE Ltd. and National Stock Exchange of India Ltd.) and the Depositories (i.e. NSDL/ CDSL).

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of Chapter V of the SEBI (ICDR) Regulations, 2018, including but not limited to the following:

1. Compliance with pricing norms specified under Regulation 164.
2. Adherence to the conditions for allotment under Regulation 166.
3. Compliance with the conditions for disclosures as prescribed under the applicable provisions.
4. Conformity with the eligibility requirements and other provisions of SEBI ICDR Regulations, 2018.
5. None of the proposed allottees belonging to promoter(s) or the promoter group in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018. ICDR Regulations.

GAURI GOKHALE
COMPANY SECRETARY
E-mail:- csgauri88@gmail.com Contact:- +91 9662797204

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. Our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
5. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of the proposed preferential issue and should not be used by any other person or for any other purpose.

GOKHALE GAURI HEMANT
Digitally signed by GOKHALE GAURI HEMANT
Date: 2026.08.27 15:50:28 +05'30'

Gauri H. Gokhale
(Practicing Company Secretary)
Membership No. A45512 C.P. No. 27710 Peer Reviewed No. 6307/2024
Date:27/08/2026
Place: Pune
UDIN: A045512H001250298