A S H A & ASSOCIATES

Chartered Accountants

Contact: 7408206801,7275606050
Email: auapad@gmail.com

CERTIFICATE ON DELAYS, DEFAULTS AND NON-PAYMENT OF STATUTORY DUES (INCLUDING EMPLOYEE RELATED DUES) AND CONTINGENT LIABILITIES

Date:21st September, 2026

The Board of Directors,

S. D. International Limited
AL-18B & AL-19,
Sector-13, GIDA,
Gorakhpur Sadar, Gorakhpur,
Uttar Pradesh- 273209, India

Valmiki Leela Capital Private Limited
401-402, Shilp Satved, B/s. Sindhu Bhavan,
Sindhu Bhavan Road, Bodakdev,
Ahmedabad – 380 054, Gujarat, India

(Valmiki Leela Capital Private Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Re: Proposed initial public offering of equity shares of ₹10 each ("Equity Shares") S. D. International Limited (the "Company") comprising a fresh issue of Equity Shares ("Fresh Issue") and an offer for sale of Equity Shares by Promoter Selling Shareholder ("Offer for Sale", and along with Fresh Issue, hereinafter collectively referred to as "Offer")

We, *M/s.* ***A S H A & ASSOCIATES***, Chartered Accountants, **(FRN:** *029086C***)**, *Independent Chartered Accountant to the Company*, have been engaged by the company to verify and certify whether there were any defaults/ non-payment of statutory dues by the Company during the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 ("**Relevant Period**").

In this regard, we have reviewed the restated consolidated financial statements of S. D. International Limited (the "**Company**"), S. D. Plastoware Limited (" **Subsidiary** ")(effective from April 1, 2024) and its Associate for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, comprising the restated consolidated statement of assets and liabilities as at March 31, 2026, March 31, 2025 and March 31, 2024, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of cash flows, the restated consolidated statement of changes in equity and the summary of material accounting policies and other explanatory notes forming part of restated consolidated financial information for each of the years ended March 31, 2026, March 31, 2025 and March 31, 2024 (wherein the restated consolidated financial information for the year ended March 31, 2024 reflects the consolidation of the Associate only, and for the years ended March 31, 2025 and March 31, 2026 reflects the consolidation of both the Subsidiary and the Associate), prepared in accordance with the Companies Act, 2013 ("**Companies Act**") and the rules framed thereunder, the Indian Accounting Standards ("**Ind AS**") prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the reports issued thereon (collectively, the "**Restated Consolidated Financial Statements**".)

A S H A & ASSOCIATES

Chartered Accountants

Contact: 7408206801,7275606050
Email: auapad@gmail.com

Management's Responsibility

The management of the Company is responsible for ensuring that the Company complies with the requirements of the SEBI ICDR Regulations and relevant provisions of the Companies Act, 2013, as amended in relation to the Offer.

The management of the Company is responsible for ensuring the compliance with provisions of various statutory dues namely provident fund, employee state insurance, income tax and goods and services tax (GST). The preparation of Annexures in the Certificate is the responsibility of the management. Further, the management is also responsible for ensuring timely repayment of principal and payment of interest accrued thereon on the outstanding debentures, deposits and loan facilities availed from any bank or financial institutions. These responsibilities include the preparation and maintenance of all accounting and other relevant supporting records and documents, including the design, implementation and maintenance of internal control relevant to the preparation and presentation of the above-mentioned records and documents, and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

Auditors Responsibility

For the purpose of issuing our opinion on the certification request mentioned in paragraph above, we have performed the following procedures:

(i) We have obtained and reviewed the Restated Consolidated Financial Statements of the Company for Fiscal 2026, Fiscal 2025, Fiscal 2024 and examination report dated September 11, 2026 on Restated Consolidated Financial Statements .

(ii) Details of statutory liabilities booked by the Company for the Financials Period along with their due date and actual date of payment, duly certified by the management of the Company.

(iii) obtained and examined detailed working of deductions and actual payments of each statutory dues from the management of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024;

(iv) obtained Form 3CA and Form 3CD of the Income-tax Act, 1961 for the assessment years 2025-26, 2024-25 and 2023-24

(v) obtained and examined the extracts of relevant ledger accounts related to statutory dues mentioned in point (iii) above from the management of the Company as of the end of for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024;

(vi) obtained and verified, on test check basis, the copies of challans and returns of statutory dues;

(vii) summarized the observations made by the auditors in clause (vii) and (ix) of the Companies Auditor's Report Order, 2020 as presented in the Annexure to the Auditor's report on consolidated and standalone financial statements of the Company and its subsidiaries, wherever applicable, as of and for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024;

(viii) obtained the consolidated repayment schedule of term loans, vehicle loans and other long term loans from the management of the Company and its subsidiaries, wherever applicable;

(ix) verified the copy of confirmations/ declarations, obtained by the Company and its subsidiaries from banks or financial institutions;

ASHA & ASSOCIATES CHARTERED ACCOUNTANTS

Contact: 7408206801,7275606050
Email: auapad@gmail.com

(x) performed necessary inquiries and obtained necessary representations from the management of the Company.

We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics, the Guidance Note on Reports in Company Prospectuses' (Revised 2019), and 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, issued by the ICAI.

Opinion:

We hereby certify and confirm that, until the date of this certificate:

There have been no instances of delays, non-payment or defaults in the payment of statutory dues/liabilities, in relation to statutory dues including ESIC, PF, TDS/ TCS and other employee related statutory dues by the Company, except as provided in **Annexure A**.

There have been no instances of default in filling of return for the statutory dues including ESIC, PF, TDS/ TCS and other employee related statutory dues, except as provided in **Annexure A.**

The details of the statutory dues paid along with number of employees for which such payments were made by the Company during past 3 Fiscal is given in **Annexure A**.

The management of the Company has informed us that the list of statutory dues of the Company and its subsidiary outstanding as on March 31, 2026 is as follows:

Details	**Amount (₹' millions)**
TDS payable	1.82
ESIC & PF	0.97
GST Payable	9.21
Total	**12.00**

There have been no instances of defaults or over-dues in repayment of loans (principal or interest) availed from companies, banks or other financial institutions by the Company, except as follows:

Nil

There have been no rescheduling, rollover, restructuring or defaults in payment of borrowings/ loans and interest thereon, deposits and interest thereon and loan from any bank/ other financial institution or interest thereon, except as follows:

Nil

There have been no instances of non-compliance with the material covenants of the credit facility agreements entered into by the Company with banks or financial institutions, except as follows:

Nil

ASHA & ASSOCIATES CHARTERED ACCOUNTANTS

A S H A & ASSOCIATES

Chartered Accountants

Contact: 7408206801,7275606050
Email: auapad@gmail.com

There have been no instances of defaults or over-dues to other companies by the Company, except as follows:

Nil

There have been no instances of penalty(ies) imposed in relation to borrowings availed from banks, or other financial institutions, by the Company, except as follows:

Nil

There have been no instances of conversion of loans availed by the Company into equity, except as follows:

Nil

Contingent Liabilities:

We are required to determine the contingent liabilities as ascertained by the Company based on the various non-fund based financial facilities and outstanding litigation / notices / orders as applicable.

Accordingly, we have performed the following procedures:

(i) Obtained and read the details of sanction letters from each bank from which the Company has obtained non-fund-based facilities.

(ii) Read and verified the specific clauses for each sanction of the bank guarantees and compared the same with the utilisation of such facilities by the Company and its outstanding as of end of each financial year / period;

(iii) Reviewed the status of outstanding litigation, as at the end of each financial year / period; and the status of notices and / or orders received by the Company, which would cause the Company to incur an identifiable and specific amount of liability / loss on account of materialisation.

The following table sets out the Company's contingent liabilities for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024:

Particulars/	As at March 31, 2026 (₹ in millions)	As at March 31, 2025 (₹ in millions)	As at March 31, 2024 (₹ in millions)
a) Claims against the company not acknowledged as debts	-	-	-
b) Disputed liability in TDS under Income Tax Act, 1961 (refer note- II below)			
Tax Amount	-	0.03	-
Interest & Penalty Amount	-	-	-
c) Disputed liability under Income Tax	-	-	-
d) Others (refer note- III below)			
Bank Guarantees*(refer note- I below)	119.38	54.71	-

ASHA & ASSOCIATES CHARTERED ACCOUNTANTS

A S H A & ASSOCIATES

Chartered Accountants

Contact: 7408206801,7275606050
Email: auapad@gmail.com

I) The Bank Guarantees include:

a) The Company has furnished Bank Guarantees aggregating to ₹101.78 Million through HDFC Bank. In addition, Indian Bank has issued a Bank Guarantee on behalf of the Company, for which a counter guarantee has been provided by HDFC Bank.
These Bank Guarantees have been furnished in connection with the loan availed by the Company from Uttar Pradesh Financial Corporation (UPFC). The primary obligation for repayment of the loan rests with the Company, and the outstanding loan has been recognised under Long-term Borrowings in the financial statements.

Accordingly, the aforesaid Bank Guarantees represent security provided in respect of the Company's borrowing arrangements. Based on the terms of the borrowing and the Company's assessment as at the reporting date, the management does not expect any liability to arise on account of invocation of these Bank Guarantees.

b) The Company has provided a Bank Guarantee amounting to ₹16.66 Million through HDFC Bank in favour of the Gorakhpur Industrial Development Authority (GIDA) in respect of the stamp duty exemption granted on the registration of Plot No. K-1, GIDA, Gorakhpur.

The stamp duty exemption is subject to the condition that the Company commences manufacturing operations on the said plot within four years from the date of possession. As at 31 March 2026, approximately 2.5 years remain for the Company to fulfil the stipulated condition.
The management has represented that manufacturing operations are expected to commence within 1.5 years from the balance sheet date, which is within the prescribed timeline. Accordingly, the management believes that the conditions attached to the stamp duty exemption will be duly complied with and, therefore, no obligation is expected to arise under the aforesaid Bank Guarantee.

c) The Company has furnished two Bank Guarantees aggregating to ₹0.89 million through HDFC Bank in favour of Purvanchal Vidyut Vitran Nigam Limited (PUVVNL), Varanasi, in connection with the Company's Open Access power arrangements. The said Bank Guarantees amount to ₹0.51 million and ₹0.38 million, respectively, and were outstanding as at 31 March 2026. Subsequent to the balance sheet date, the validity of the aforesaid Bank Guarantees has been extended up to 18 September 2027, with the claim period up to 17 September 2028.

d) The Subsidiary Company, S. D. Plastoware Private Limited, has furnished a Bank Guarantee amounting to ₹0.05 million in connection with its application for Consent to Establish (CTE) before the relevant statutory authority. The said Bank Guarantee continues to remain outstanding as at the reporting date.

II) The company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.

III) The Company had unspent Corporate Social Responsibility (CSR) obligations amounting to ₹4.55 million pertaining to prior financial years. Subsequent to the balance sheet date August 29, 2026, the Company deposited this entire unspent amount into a designated fund specified under Schedule VII of the Companies Act, 2013 (Prime Minister's National Relief Fund). The Company has also filed an application for adjudication with the appropriate regulatory authority in respect of the delay in transfer of the said amount. Under Section 135(7) of the Act, the maximum statutory penalty leviable is up to ₹10 million (or twice the unspent amount, whichever is lower) on the Company. Pending the conclusion of the adjudication

ASHA & ASSOCIATES CHARTERED ACCOUNTANTS

A S H A & ASSOCIATES

Chartered Accountants

Contact: 7408206801,7275606050
Email: auapad@gmail.com

proceedings, the actual quantum of liability remains uncertain. Consequently, no provision has been recognized in the financial statements,

Subsequent to March 31, 2026, the Company provided a corporate guarantee in connection with credit facilities sanctioned by HDFC Bank Limited to its Subsidiary. Accordingly, the same does not form part of the contingent liabilities as at March 31, 2026.

i. Apart from as mentioned above, there are no contingent liabilities which are not provided for by the Company.

ii. No outstanding litigation or default relating to matters likely to affect the operations and finances of the Company, including disputed direct or indirect tax liabilities and prosecution under any enactment in respect of Schedule V to the Companies Act, 2013, as amended.

iii. there has been no instances of rescheduling or defaults or acceleration of payment in payment of debentures and interest thereon, deposits and interest thereon and loan from any bank or interest thereon.

We confirm that the information contained herein is true, fair, correct, accurate, complete and not misleading, and that there is no untrue statement or omission of any material fact which would render the contents hereof misleading in form or context and is adequate to enable investors to make a well-informed decision.

Restriction of Use

This certificate is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the draft red herring prospectus (“**DRHP**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (NSE and together with the BSE, the “**Stock Exchanges**”) and the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (Prospectus and together with DRHP and RHP, the “**Offer Documents**”), to be filed with the Registrar of Companies, Uttar Pradesh I at Kanpur (“**ROC**”) and submitted to the SEBI, and the Stock Exchanges with respect to the Offer, and any other regulatory or governmental authorities, and in any other material used in connection with the Offer and on the websites of the Company and the BRLM in connection with the Offer.

This certificate may be relied on by the BRLM, its affiliates and legal counsels and to assist the BRLM in conducting and documenting their investigation of the affairs of the Company in connection with the Offer.

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to this certificate being disclosed and submitted by the BRLM, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

ASHA & ASSOCIATES CHARTERED ACCOUNTANTS

A S H A & ASSOCIATES

Chartered Accountants

Contact: 7408206801,7275606050
Email: auapad@gmail.com

We undertake to immediately communicate, in writing, any changes to the above information/confirmations to the BRLM and the Company until the equity shares allotted in the Offer commence trading on the relevant Stock Exchanges. In the absence of any such communication from us, the Company, the BRLM and the legal counsels can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and correct.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.
Yours faithfully,

For and on behalf of

A S H A & ASSOCIATES,
Chartered Accountants
Firm Registration Number: *029086C*

Name: ***Amit Tibrawal***
Designation: Partner
Membership No.: *447305*
UDIN: 26447305IAOGVG1772
Place: ***Padrauna***

CC:
Legal Counsel to the BRLM

Crawford Bayley & Co. Advocates & Solicitors
4th Floor, State Bank Buildings,
N.G. N. Vaidya Marg,
Fort, Mumbai 400 023,
Maharashtra, India.

Legal Counsel to the Company

Fox & Mandal LLP
Fox & Mandal House,
D - 394 Defence Colony,
New Delhi, India, 110 024

A S H A & ASSOCIATES
Chartered Accountants
Contact: 7408206801,7275606050
Email: auapad@gmail.com

Annexure: A

a. there has been no delay in the payment of statutory dues/liabilities under the above acts, except as follows:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Number of instances	Amount of Penalty / Late Fees / Interest Paid(₹ *in million)*	Number of instances	Amount of Penalty / Late Fees / Interest Paid *(₹ in million)*	Number of instances	Amount of Penalty / Late Fees / Interest Paid(₹ *in million)*
Employee Provident Fund	-	-	-	-	-	-
Employee State Insurance	-	-	1	-	3	-
TDS/TCS	11	0.04	7	0.01	5	0.01
Goods and Service tax	1	-	-	-	-	-
Total	**12**	0.04	**8**	**0.01**	**8**	**0.01**

b. There is no instances of default in filling of return for the statutory dues, except given in the below table

Particulars	Fiscal - 2026	Fiscal – 2025	Fiscal - 2024
	No. of Instances	No. of Instances	No. of Instances
Employee Provident Fund	-	-	-
Employee State Insurance	-	1	3
TDS/TCS	-	-	-
Goods and Service tax	1	-	-

c. The company has paid the statutory dues along with number of employees for which such payments were made by the Company is given as under

Particulars	Fiscal - 2026		Fiscal - 2025		Fiscal - 2024	
	Number of Employees	Statutory dues paid (₹ in million)	Number of Employees	Statutory dues paid (₹ in million)	Number of Employees	Statutory dues paid (₹ in million)
Employee Provident Fund	350	8.02	270	6.51	229	5.59
Employee State Insurance	240	1.18	188	1.06	179	0.96
TDS on employees' Salaries	4	4.52	2	2.33	2	1.95

ASHA & ASSOCIATES CHARTERED ACCOUNTANTS