DHILLON & ASSOCIATES
CHARTERED ACCOUNTANTS

Remuneration Paid to Directors and the Key Managerial Personal

Dated: September 23, 2026

To,

The Board of Directors
S.G. Encon Limited
Cabin no. 1, Sco 93, Second Floor, Swastik Vihar,
Sector-5, Mansa Devi Complex, Panchkula,
Haryana, India, 134109
(the "**Company**")

and

Marwadi Chandarana Intermediaries Brokers Private Limited
X-Change Plaza, Office No. 1201 to 1205,
12th Floor, Building No. 53E, Zone-5, Road 5E,
GIFT CITY, Gandhinagar, Gujarat, India, 382050

(Marwadi Chandarana Intermediaries Brokers Private Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Dear Sir/Madam,

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of S.G. Encon Limited ("the Company") through a fresh issue of Equity Shares and Offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer")

We, "**Dhillon & Associates**", Chartered Accountants, **FRN: 002783N**, the Statutory Auditors of the Company, have been informed that the Company proposes to file the Draft Red Herring Prospectus with respect to the Offer (the "**DRHP**") with the Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and subsequently proposes to file (i) the Red Herring Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies, Haryana at Chandigarh ("**Registrar of Companies**" and such Red Herring Prospectus, the "**RHP**"); (ii) Prospectus proposed to be filed with SEBI, the Stock Exchanges and the Registrar of Companies (the "**Prospectus**"); and (iii) any other documents or materials to be issued in relation to the Offer (collectively with the DRHP, RHP and Prospectus, the "**Offer Documents**").

In this regard, we have also obtained and reviewed: (i) relevant minutes of the meetings of the nomination and remuneration committee, board of directors and shareholders of the Company, as applicable, (ii) employment letters issued by the Company to key managerial personnel and senior management of the Company, (iii) the Form 16 issued to each of the key managerial personnel and senior management and (iv) relevant records, registers, bank account statements and journal entries of the Company. We have further received necessary explanations and clarifications from the relevant officials of the Company. On the basis of such verification and according to explanation given to us, we hereby certify and confirm that compensation (including salaries and perquisites) paid by the Company to key managerial personnel and senior management personnel of the Company during the Fiscal 2026 (including benefits in kind granted on an individual basis and contingent or deferred compensation accrued for Fiscal 2026 but payable at later date) is as set out in this certificate.

We have followed the following procedure:

Quiet Office No. 4, Level 2, Sector 35-A, Chandigarh-160022, India, Phone : 0172-4619257
Mobile : 9417016731, 9815938272, E-mail : rkm731@yahoo.co.in, rajiv.makkar@gmail.com
Branch Offices : **Delhi & Ghaziabad**

- Verified remuneration recorded in the general ledger against payroll registers and payment vouchers.
- Cross-checked journal entries for remuneration, bonuses, and other compensation expenses.
- Confirmed compliance with Sections 197, 198, and Schedule V of the Companies Act, 2013.
- Checked adherence to the Company's approved remuneration policy and SEBI Listing Regulations.
- Examined minutes of Board and Nomination & Remuneration Committee meetings for approval of remuneration.
- Scrutinized appointment letters, employment contracts, and board resolutions for remuneration terms.
- Verified statutory approvals for remuneration exceeding prescribed limits or thresholds.
- Matched remuneration details with bank statements, payroll slips, and tax deduction records.
- Compared remuneration disclosures in Directors' Report, financial statements, and statutory filings.
- Ensured compliance with Ind AS and applicable financial reporting standards.
- Cross-referenced designations with official company records and Form DIR-12.
- Confirmed alignment of remuneration with roles and responsibilities in employment contracts.
- Reviewed the Register of Contracts or Arrangements to validate related party remuneration.
- Cross-checked disclosures with Form MBP-1 and Form MBP-2 for related party transactions.
- Verified timely deduction and deposit of TDS on remuneration under relevant Income Tax provisions.
- Checked compliance with tax returns (Form 24Q) and tax payment records.
- Reviewed shareholder resolutions approving remuneration exceeding statutory thresholds.
- Verified approvals for managerial remuneration exceeding Schedule V limits.
- Compared current remuneration with prior years to identify significant variances.
- Benchmarked remuneration against industry standards and peer companies, where applicable.
- Obtained a written representation from management confirming the accuracy of remuneration details.
- Discussed findings and discrepancies with senior management or the finance team

We confirm the following:

As per the audited restated financial statements of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, prepared in accordance with Indian Accounting Standards ("**Ind AS**"), and in each case restated in accordance with Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended including the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended each as amended (together the "**Companies Act**"), the SEBI ICDR Regulations, and the Guidance Note on Reports in Company's Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (the "**ICAI**") to the extent applicable ("**Guidance Note**") (the "**Restated Financial Information**") and the examination report(s) dated September 23, 2026 on the Restated Financial Statements; and as per the verification of Form 16 of all the directors,

i) the amount of salary paid to the **key managerial personnel (KMPs)** on an individual basis, by the Company, including deferred compensation accrued for the year ended March 31, 2026 are given below:

DHILLON & ASSOCIATES CHARTERED ACCOUNTANTS FRN 002783N CHANDIGARH

(₹ in million, unless otherwise stated)

Sr.No.	Name of Key Managerial Personnel	Period From - To	Designation	Salary	Sitting Fees	Commission	Remuneration
1	Himanshu Ranga	31/08/25 to 31/03/26	Company Secretary & Compliance Officer	0.18	-	-	-
2	Ravi Kumar	-	Chief Executive Officer	-	-	-	-
3	Anuj Ohri	-	Chief Financial Officer	-	-	-	-
4	Shaveta Sharma	-	Company Secretary & Compliance Officer	-	-	-	-

Note:

- *Ravi Kumar was appointed as Chief Executive Officer with effect from August 10, 2026.*
- *Anuj Ohri was appointed as Chief Financial Officer with effect from August 10, 2026.*
- *Shaveta Sharma was appointed as Company Secretary and Compliance Officer with effect from August 10, 2026.*

ii) the amount of salary paid to the **Senior Management (SMs)** on an individual basis, by the Company, including deferred compensation accrued for the year ended March 31, 2026 are given below:

(₹ in million, unless otherwise stated)

Sr.No.	Name of Senior Management	Period From - To	Designation	Salary	Sitting Fees	Commission	Remuneration
1	Harpal Grover	-	Chief Operating Office	-	-	-	-
2	Mukesh Kumar	01/11/25 to 31/03/26	General Manager	0.88	-	-	-
3	Sanjeev Jagota	01/04/25 to 31/03/26	National Network Compliance Head	2.02	-	-	-

Note:

- *Mr. Harpal Grover was appointed as Chief Operating Officer with effect from April 1, 2026.*

iii) the amount of remuneration paid to the **Directors** on an individual basis, by the Company for the year ended March 31, 2026 are given below:

(₹ in million, unless otherwise stated)

Sr.No.	Name of Director	Period From - To	Designation	Salary	Sitting Fees	Commission	Remuneration
1	Rajiv Gandhi	-	Chairman & Whole Time Director	-	-	-	6.00
2	Pankaj Setia	-	Managing Director	-	-	-	6.00
3	Ravinder Kumar Minhas	01/04/25 to 31/03/26	Executive Director	-	-	-	1.88
4	Gautam Jindal	-	Independent Director	-	-	-	-
5	Samridhi Batra	-	Independent Director	-	-	-	-
6	Ashwani Kumar	-	Independent Director	-	-	-	-

Note:

- *Rajiv Gandhi was appointed as Chairman and Whole-time Director with effect from August 23, 2026.*
- *Pankaj Setia was appointed as Managing Director with effect from August 23, 2026.*
- *Gautam Jindal was appointed as Non-Executive/Independent Director with effect from June 1, 2026.*



- *Samridhi Batra was appointed as Non-Executive/Independent Director with effect from June 1, 2026.*
- *Ashwani Kumar Gulati was appointed as Non-Executive/Independent Director with effect from July 23, 2026.*

We confirm the remuneration paid above is in compliance with the Companies Act, 2013, and within the limits and thresholds prescribed thereunder, and the workings in relation to such remuneration is set out under.

We confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context. We have conducted our examination in accordance with the applicable guidance note issued by the ICAI which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and accordingly, we confirm that we have complied with such Code of Ethics issued by the ICAI.

We have also 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.

This certificate may be relied upon by the Company, the Book Running Lead Manager, and the Legal Counsel appointed in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the Offer Documents. We also consent to the submission of this certificate as may be necessary, SEBI, Stock Exchanges, Registrar of Companies and to any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law.

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 to public for inspection.

We confirm that we will immediately communicate any changes in writing in the above information, informed to us by the Company, to the Book Running Lead Manager until the date when the Equity Shares allotted and transferred in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Manager and the Legal Counsel in relation to the Offer, can assume that there is no change to the above information.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

For and on behalf of
Dhillon & Associates
Chartered Accountants
ICAI Firm Registration Number: 002783N

DHILLON & ASSOCIATES CHARTERED ACCOUNTANTS FRN 002783N CHANDIGARH

Rajesh Malhotra
(Partner)
Membership No.: 090661
Place: Chandigarh
Date: September 23, 2026
UDIN: 26090661EMUDMM9185

CC:

Legal Counsel to the Offer

Legacy Law Offices LLP
Legacy House, D-18, Kalkaji,

New Delhi- 110019, India.