



To,
The Board of Directors
Grovy India Limited
122, 1st Floor, Vinobapuri Lajpat Nagar Part II,
New Delhi, 110024, India

Subject : Proposed Preferential Issue of Equity Shares by Grovy India Limited ('the Company') to the persons/entities belonging to the "Promoter & Promoter Group" and "Public" category in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Dear Sir/ Ma'am,

In connection with the proposed Preferential Issue of up to **41,69,433 (Forty-One Lakh Sixty-Nine Thousand Four Hundred Thirty-Three)** Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each ("Equity Shares") for Cash consideration, to the persons/entities belonging to the "**Promoter & Promoter Group**" and "**Public**" category ("**Proposed Allottee**"), at an issue price of ₹ 36/- (**Rupees Thirty-Six Only**) per Equity Share [including premium of ₹ 26 /- (**Rupees Twenty-Six Only**) per Equity Share, being a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, for an amount aggregating to ₹ 15,00,99,588/- (Rupees Fifteen Crore Ninety-Nine Thousand Five Hundred and Eighty-Eight only), as approved by the Board of Directors of the Company in their meeting held on Tuesday, June 09, 2026, subject to the approval of the members of the Company and consent, exemptions and approvals of SEBI, BSE Limited ('BSE') and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we hereby certify that the proposed Preferential Issue is being made in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

For APMG & Associates
Practicing Company Secretaries

PR No. 25/2023



FCS Parul Gupta

Membership No.: F9853

COP No.: 16237

UDIN: F009853H000603138

Date: 09.06.2026

Place: New Delhi

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