



**RAMESH CHANDRA MISHRA & ASSOCIATES**  
Company Secretary in Practice & Corporate Legal Advisor

**COMPLIANCE CERTIFICATE**

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To,  
The Board of Directors,  
Consecutive Investments & Trading Co. Ltd,  
Address:  
23, Ganesh Chandra Avenue, 3rd Floor,  
Kolkata, West Bengal, India, 700001.

Dear Sir,

We M/s. Ramesh Chandra Mishra & Associates having CP No. 3987 Practicing Company Secretary, have been appointed by the Consecutive Investments & Trading Co. Ltd (hereinafter referred to as 'Company') having CIN: L67120WB1982PLC035452 and having its Registered Office at office No. 23, Ganesh Chandra Avenue, 3<sup>rd</sup> floor, Kolkata-700013, India, to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed issuance of 50,00,000 (Fifty Lacs) equity shares at an issue price of Rs. 20/- each (Face Value Rs. 10/- each and Premium Rs. 10/- each) for issue of equity shares of face value of Rs. 10/- each to the persons belongs to the non-promoter public subscribers aggregating to Rs. 10,00,00,000/- (Rupees ten Crore Only) (Preferential Issue), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

**List of Proposed Allottees:**

Sr. No.	Name	Category	No of Proposed equity shares	At an issue Price of (Rs.)	Total Amount (Rs.)
1.	M/s. Birford Enterprises Private Limited CIN: U51909GJ2021PTC119847	Non-Promoter and Body Corporate	19,35,000	20	3,87,00,000
2.	M/s. Sajm Global Impex Private Limited CIN: U51397GJ2015PTC083619	Non-Promoter and Body Corporate	3,85,000	20	77,00,000
3.	M/s. Aarniya Import and Export Private Limited CIN: U51909GJ2019PTC111323	Non-Promoter and Body Corporate	3,85,000	20	77,00,000
4.	Jagdish C. Vaghela	Public (Individual)	3,85,000	20	77,00,000
5.	Manjulaben Bhavsonga Thakor	Public (Individual)	3,85,000	20	77,00,000
6.	Mahendra Magansinh Zala	Public	3,85,000	20	77,00,000

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		(Individual)			
7.	Lalit Madhukar	Public (Individual)	3,80,000	20	76,00,000
8.	Rachna Rahul Nim	Public (Individual)	3,80,000	20	76,00,000
9.	Karan Bairwa	Public (Individual)	3,80,000	20	7,600,000
	<b>Total</b>		<b>50,00,000</b>	<b>20</b>	<b>10,00,00,000</b>

#### MANAGEMENT'S RESPONSIBILITY:

The Management of the Company is responsible for ensuring the compliance of the requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 detailed as under:

- i. 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;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. Compliance with the conditions/ requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

#### Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

a. Certified copy of Board Resolution dated 26<sup>th</sup> December, 2023 approving Preferential Issue of 50,00,000 (Fifty Lacs) equity shares at an issue price of Rs. 20/- each (Face Value Rs. 10/- each and Premium Rs. 10/- each) for issue of equity shares of face value of Rs. 10/- each to the persons belongs to the non-promoter public subscribers aggregating to Rs. 10,00,00,000/- (Rupees ten Crore Only) (Preferential Issue):

b. Confirmation from the Company that:

- i. The Board of Directors of the Company have decided 25<sup>th</sup> December, 2023, as the "Relevant Date" being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., Wednesday, January 24, 2024 11:30 a.m. (IST), to consider and approve the Preferential Issue;
- ii. The Company has determined the minimum price of equity shares in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. The Board of Directors of the Company at its meeting held on 26<sup>th</sup> December, 2023 approved Notice convening the General Meeting of the Company and approved the Preferential Issue respectively;
- iv. The proposed Preferential Issue is being made to non-promoter public subscribers of the Company;
- v. None of the Proposed Allottee are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
- vi. The equity shares held by the Proposed Allottee are already in dematerialized form;

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vii. the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, locked-in from the relevant date up to a period of 90 trading days from the date of trading approval. – **Not applicable**

viii. The Proposed Allottees have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;

ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange 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;

x. 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;

xi. 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 the Depositories (i.e. NSDL/ CDSL).

**Pre-preferential holding details:**

Sr. No.	Name of Allottees	No. of Shares	%	Pre-holding Lock-in Release Date
1.	M/s. Birford Enterprises Private Limited CIN: U51909GJ2021PTC119847	NIL	NIL	NA
2.	M/s. Sajm Global Impex Private Limited CIN: U51397GJ2015PTC083619	NIL	NIL	NA
3.	M/s. Aarniya Import and Export Private Limited CIN: U51909GJ2019PTC111323	NIL	NIL	NA
4.	Jagdish C. Vaghela	NIL	NIL	NA
5.	Manjulaben Bhavsonga Thakor	NIL	NIL	NA
6.	Mahendra Magansinh Zala	NIL	NIL	NA
7.	Lalit Madhukar	NIL	NIL	NA
8.	Rachna Rahul Nim	NIL	NIL	NA
9.	Karan Bairwa	NIL	NIL	NA
	Total	NIL	NIL	NA

**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 SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 stated above under the heading of verification.

**Assumption & Limitation of Scope and Review:**

Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

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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.

Our scope of work did not include verification of compliance with other requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, 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.

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

**For Ramesh Chandra Mishra & Associates**

**Practicing Company Secretary**

**Ramesh Chandra Mishra**

**Membership No.: 5477**

**COP NO.: 3987**

**UDIN: F005477E003041818**

**Peer Review Certificate No.: 1133/2021**



**Date: 26.12.2023**

**Place: Mumbai**