



Ankur Gandhi & Associates

Corporate Legal Advisors & Practicing Company Secretary

Ankur Gandhi
B.Com., M.Com., PGDBM, CS
Mo. : 98795 54222
93771 78170

To,
The Members,
Sellwin Traders Ltd.,
126/B, Old China Bazar Street,
Kolkata, West Bengal, 700001.

Dear Sir,

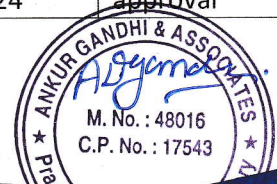
Sub: Certificate of Practicing Company Secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('as amended') in relation to proposed preferential issue of 3,68,00,000 convertible warrants by Sellwin Traders Ltd.

I, Ankur Kumar Dineshchandra Gandhi, Practicing Company Secretary, have verified the relevant records and documents of M/s. Sellwin Traders Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. Verified that all the present equity shares are fully paid up.
2. Reviewed and verified the Draft notice of postal ballot, seeking approval of the members of the Company for the preferential issue of up to 3,68,00,000 convertible warrants.
3. Noted that the Relevant Date was Wednesday, 10th January, 2024.
4. The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. The details of allottee-wise pre-preferential shareholding and lock-in thereon are as given hereunder:

Name	Category (Promoter/ Non - Promoter)	Pre Shareholding	Lockin Details	
			FROM	TO
Sonalben Kalpesh Shah	Non – Promoter Category	35327	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Shah Gaurav Harshad Rai	Non – Promoter Category	7000	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval



Office :
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Chandrikaben C Suthar	Non – Promoter Category	9986	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Jaynish Amratlal Shah	Non – Promoter Category	3500	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Jaynish Amratlal Shah HUF	Non – Promoter Category	3500	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Sanghvi Amratlal Nawalmal HUF	Non – Promoter Category	3200	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Amratlal Nawalmal Sanghvi	Non – Promoter Category	3500	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Raval Helly Jayesh	Non – Promoter Category	105223	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Patel Avinash Bharatbhai	Non – Promoter Category	2283	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Sarojben Rajnikant Shukla	Non – Promoter Category	83,000	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Kamleshbhai Jayantilal Shah	Non – Promoter Category	105844	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Falguni kamlesh Shah	Non – Promoter Category	3000	Relevant Date i.e. 10 th	upto a period of 90 trading days from



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			January, 2024	trading approval
Sonal Bhattbhatt	Non – Promoter Category	19910	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval
Bhadresh J Bhavsar	Non – Promoter Category	3000	Relevant Date i.e. 10 th January, 2024	upto a period of 90 trading days from trading approval

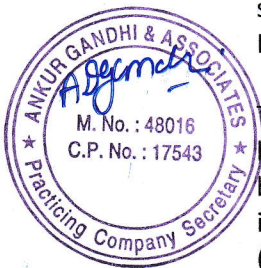
5. On the basis of documents produced before me and undertaking produced by the proposed allottees, I certify that the proposed allottees have not sold/transferred/pledged any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. Wednesday, 10th January, 2024.
6. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the company. With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination floor price.
7. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.
8. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) ₹12.59/- each the 90 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date;

or

(b) ₹12.79/- each the 10 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date.

Therefore, the minimum price at which the Convertible Warrants on Preferential basis can be issued is ₹12.79/- each. However, on the recommendation of the Board of Directors, it has been decided to issue Convertible Warrants at the price of ₹12.95/- per warrant, which is not lower than the price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.



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9. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

Based on my examination, as above and the information, explanations and written representation provided to me by the Management and employees of the Company, I hereby state that the proposed preferential issue of warrants is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of warrants and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

**For Ankur Gandhi & Associates
Practicing Company Secretaries**

Adgandhi

**Ankurkumar Dineshchandra Gandhi
Proprietor
Membership No.: A-48016
COP: 17543**



**UDIN: A048016E003367365
Peer Review: 2468/2022**

**Date: 03.02.2024
Place: Bilimora**