



# Ankur Gandhi & Associates

Corporate Legal Advisors & Practicing Company Secretary

Ankur Gandhi  
B.Com, M.Com, PGDBM, ACS

Mo. 98795 54222  
93771 78170

Annexure IV

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J.Towers,  
Dalal Street,  
Mumbai – 400 001.



Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 2,50,00,000 Convertible Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

I, Ankurkumar Dineshchandra Gandhi, Practicing Company Secretary, have verified the relevant records and documents of 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:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. ~~Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.~~
- b) All the proposed allottees do not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in): As on date none of the proposed allottees having shares of the Company.
- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) 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.
- f) 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. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”



# Ankur Gandhi & Associates

Corporate Legal Advisors & Practicing Company Secretary

**Ankur Gandhi**  
B.Com, M.Com, PGDBM, ACS

**Mo. 98795 54222**  
**93771 78170**

**Note:** I hereby certify that the Articles of Association of the issuer does not provide for a method of determination, which results in a floor price higher than that determined under Regulation 165 of SEBI ICDR Regulations, 2018.

- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2023-2024 is less than 5% of the post issue fully diluted share capital of the issuer.

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

**Ankurkumar Dineshchandra Gandhi**  
**Proprietor**  
**Membership No.: A-48016**  
**COP: 17543**  
**UDIN: A048016F003729859**  
**Peer Review: 2468/2022**



**Date: 20<sup>th</sup> January, 2025**  
**Place: Bilimora**