



SMK & ASSOCIATES

Company Secretaries

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COMPLIANCE CERTIFICATE

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

Dear Sir,

Sub: Compliance Certificate in respect of proposed preferential issue of 90,00,000 equity warrants at a price of Rs.50 per warrants aggregating to Rs. 45,00,00,000 to Non- Promoters entities by Capital Trade Links Limited

I, Suresh Mandal, Proprietor of SMK & Associates, Practicing Company Secretaries, having office at D128, 2nd Floor, Ganesh Nagar Pandav Nagar Complex Delhi-110092, India, was appointed by the Board of Directors of **Capital Trade Links Limited** ("the Company") to certify that, the proposed preferential issue of **90,00,000 (Ninety Lakhs)** equity warrants at a price of **Rs.50 per warrants aggregating to Rs. 45,00,00,000, to Non- Promoters entities**, is in compliance with the requirements of, "Chapter V - Preferential Issue" of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018] and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder.

I have verified the relevant documents records of the Company having its registered office at B-4. LGF Ashoka Niketan Delhi East Delhi DL 110092.

I am informed by the Company, that the Company proposes to issue 90,00,000 equity warrants at a price of Rs. 50 per warrants, on preferential allotment basis, subject to approval of shareholders of the company to be received by passing Special Resolution at the Extraordinary General Meeting of the Company scheduled to be held on Monday, 20th March 2023.

Management's responsibility

1. The Management of the Company is responsible for the preparation of the Annexure, complying with applicable SEBI (ICDR) Regulations, 2018 and maintaining appropriate documents/other records. ("hereinafter collectively referred as the relevant records"), as required in terms of the same. This responsibility includes complying with relevant conditions of preferential issue according to Chapter V of SEBI (ICDR) Regulations, 2018. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

Responsibility of Practicing Company Secretary

My responsibility for the purpose of this certificate, is limited to examine the details in annexure and Compliance by the Company in regard to applicable SEBI (ICDR) Regulations, 2018.



Regd Off : D128, 2nd Floor Street No 05, Ganesh Nagar Pandav Nagar Complex, Delhi 110092

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Restriction of use

1. This Certificate being issued at the request of the Company solely for the purpose of disclosure to shareholders in the General Meeting scheduled to be held on Monday, 20th March 2023, in compliance with the Regulation 163(2) of the SEBI (ICDR) Regulations, 2018 and for submission to the Stock Exchange. Accordingly, we 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 presented.

2. I, further confirm that company is in compliance with the requirements of Companies Act, 2013, Chapter V of SEBI (ICDR) Regulations, 2018 including sub-regulation (5) of Regulation 169 of SEBI (ICDR) Regulations, 2018, sub-section (6) of Section 42 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and relevant documents, including records of Bank Account Statements of each allottee for receiving subscription money from their respective banks accounts, are maintained by the issuer.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the Management.

2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I am not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.

4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations as applicable to the preferential issue.

Place: New Delhi

Date: 21/02/2023

UDIN: A068632D003180422

For M/s SMK & Associates
(Company Secretaries)

Suresh Mandal
(Proprietor)

M.No. A68632

CP.No. 25534

FRN.S2022DE878400

