



LIYA AND ASSOCIATES

COMPANY SECRETARY IN PRACTICE

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Annexure IV

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

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 2,00,000 Equity Shares and 4,00,000 Convertible Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

I, Liya Antony, Company Secretary in Practice, have verified the relevant records and documents of S.I.Capital & Financial Services 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) 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 February 15, 2022 till 17th February, 2022 i.e date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Mr. Anu Thomas Cheriyan	-	0	-	-
Sharewealth Securities Limited	1204760000209987	16,10,780	17.02.2022	15.08.2022

(*) client id/ folio no in case allottee hold the securities in physical form

- c) 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.

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- d) 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.
- e) 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 is not required to be determined by the AoA of the company.
- f) The total allotment to Mr. Anu Thomas Cheriyan, one of the allottee or allottees acting in concert in the present preferential issue or in the same financial year, i.e. 2021-2022, is more than 5% of the post issue fully diluted share capital of the issuer.

Date: 28.02.2022

For LIYA AND ASSOCIATES


LIYA ANTONY
Company Secretary In Practice
Membership No: 39611, CP No: 19314
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