

MAHENDRA KHANDELWAL & COMPANY

Company Secretaries

Address: - 202, Prism Tower, Opp. Old Lal Kothi Sabji Mandi Main Gate Tonk Road, Jaipur-302015

Phone No. 0141-4112199, Mobile: 09828046652

E-Mail: mahendra927@gmail.com

The Shareholders,
Continental Securities Limited
CIN: L67120RJ1990PLC005371
Flat No. 301, Metro Plaza, Parivahan Marg
Jaipur -302001 Rajasthan

Sub.: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018.

Pursuant to the requirements of sub-Regulation 2 of Regulation 163 of Part III of chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (*ICDR Regulations*), it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of Securities is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue of Securities. Accordingly, our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, 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.

In respect of the proposed issuance of 50,00,000 (Fifty Lakhs) Convertible Share Warrants of face value of Rs. 2/- each of Continental Securities Limited (CIN: L67120RJ1990PLC005371) having its registered office at Flat No. 301, Metro Plaza, Parivahan Marg Jaipur -302001 Rajasthan in terms of Notice dated May 10, 2023 convening the Extra Ordinary General Meeting of the Company (*hereinafter referred to as the "EGM Notice"*), I, Mahendra Prakash Khandelwal proprietor of Mahendra Khandelwal & Co., Practicing Company Secretaries, have verified the relevant records and documents of the issuer and state that:

- In respect of Agenda item of the EGM Notice i.e. proposed preferential issue of Convertible Share Warrants of Continental Securities Limited, based on information, Explanations and representations provided by the Company we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations

Managements' Responsibility for the Statement

The Management is responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:



MAHENDRA KHANDELWAL & COMPANY

Company Secretaries

Address: - 202, Prism Tower, Opp. Old Lal Kothi Sabji Mandi Main Gate Tonk Road, Jaipur-302015

Phone No. 0141-4112199, Mobile: 09828046652

E-Mail: mahendra927@gmail.com

- i) Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- ii) Determination of the minimum price of equity shares in accordance with Regulation 154 of the ICDR Regulations;
- iii) Compliance with requirements of the other ICDR Regulations.

**Mahendra Khandelwal & Co.
Company Secretaries**



**Mahendra Prakash Khandelwal
(Proprietor)
FCS No.: 6266
CP No.: 4459
Date: 10/05/2023
Place: Jaipur
UDIN: F006266E000284368**