

DATE: 24.06.2024

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

Reg: Captain Technocast Limited (Scrip Code: 540652/Scrip ID: CTCL)

Sub: submission of PCS Certificate

Dear Sir/Madam,

Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification Certificate from Practicing Company Secretary on the Compliance With the Conditions of Proposed Preferential Allotment By Captain Technocast Limited. The aforesaid compliance certificate is also available on the website of the company at <https://www.captaintechnocast.com/announcements.html> .

Thanking you.

Yours truly

FOR, CAPTAIN TECHNOCAST LIMITED

Bhalu Anilbhai
Vasantbhai

**ANILBHAI V BHALU
(MANAGING DIRECTOR)
DIN NO.: 03159038**



ANNEXURE IV

Format of the confirmation

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 14,00,000 Convertible warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I/We, KISHOR DUDHATRA (Practicing Company Secretary), have verified the relevant records and documents of CAPTAIN TECHNOCAST LTD with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- 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. : NA
- All the 17 allottees as mentioned in application do not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- 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 18th June, 2024 till (date of lock-in) . The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder: NA

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
NA – there is no pre preferential shareholding of allottees .						

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



- 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.”
- ~~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. _____ is more than 5% of the post issue fully diluted share capital of the issuer.~~

OR

The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is less than 5% of the post issue fully diluted share capital of the issuer.

DATE: 22.06.2024
PLACE: AHMEDABAD

KISHOR DUDHATRA
COMPANY SECRETARY
PROPRIETOR

KISHOR DUDHATRA & CO. COMPANY SECRETARIES
B-314 Gopal Palace, Nr. Shiromani Complex, Opp. Ocean Park, Shivranjani Nehrunagar Road, Ahmedabad-380015
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FCS - 7236

C.P. NO. 3959

PEER REVIEW CERTIFICATE NO: 1919/2022

UDIN NO.: F007236F000605471