

Nitin R. Joshi
B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY
(Peer Reviewed Firm)

415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregoan Link Road, Mulund (W), Mumbai-400 080.
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COMPLIANCE CERTIFICATE

(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 thereof)

To
The Board of Directors
CITADEL REALTY & DEVELOPERS LIMITED
Marathon Futurex
N.M.Joshi Narg, Lower Parel,
Mumbai 400 013

I Nitin R. Joshi, Practicing Company Secretary have been appointed *vide* by Letter dated February 12, 2023, by Citadel Realty & Developers Limited (hereinafter referred to as '**Company**'), having CIN L21010MH1960PLC011764 and having its Registered Office at Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai 400 013 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed the issue of 13,500 Compulsorily Convertible Debentures (CCD) with a face value of Rs.1000 each, against a part of the outstanding inter-corporate deposits (long-term borrowing) not exceeding Rs.1,35,00,000 (Rupees One crore thirty five lakhs) ('**Proposed Preferential issue**'). The proposed preferential issue was approved at the Meeting of the Board of Directors of the Company held on February 13, 2023.

The CCDs shall be converted into Equity Shares in the next financial year, i.e. FY 2024-25 at a price of Rs.30 (Premium of Rs.20) which is more than the price as arrived in accordance with the SEBI approved formula in compliance with SEBI (Issue of Capital and Disclosure Requirements). The Equity shares issued on conversion shall rank pari-passu with the then-existing Equity Shares of the Company.

On the basis of the relevant management inquiries, necessary representations and information, received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottee;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was February 17, 2023;



vi. The statutory registers of the Company and List of shareholders issued by RTA:

a. to note that the equity shares are fully paid up.

b. all equity shares held by the proposed allottee in the Company are in dematerialised form.

vii. The proposed allottee has not made any Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, during the 90 trading days preceding the relevant date;

viii. There is no buying, selling and dealing in the Equity Shares of the Company by the proposed allottee, Promoter or Promoter Group during the 90 trading days preceding the relevant date;

ix. Permanent Account Numbers of the proposed allottee,

x. Draft notice of Postal Ballot, Explanatory Statement:

a. to verify the disclosure in Explanatory Statement as required under the Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.

b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.

c. to verify the lock-in period as required under Regulation 167 of the Regulations

d. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.

xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs.21.70;

xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them;

xiii. Valuation Report of an Independent Registered Valuer is required as shares are infrequently traded.

xiv. Valuation Report of the assets is not required as consideration has already been received by the Company.

xv. Verified the relevant statutory records of the company to confirm that:

a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.

b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to the preparation of Notice and explanatory statements, determination of relevant date & minimum price of shares and making estimates that are reasonable in the circumstances.

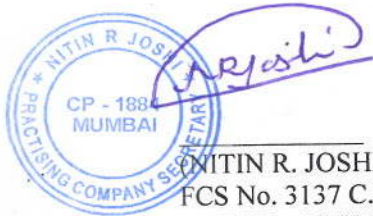


Assumptions & Limitations of scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are 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 the proposed preferential issue is being made in accordance with the requirements of the Regulations.



(NITIN R. JOSHI)
FCS No. 3137 C.P. No 1884
UDIN No. F003137D003165076

Date : 17/02/2023

Place : Mumbai