

**COMPLIANCE CERTIFICATE**

[Pursuant to Regulation 163(2) of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]]

To,  
The Board of Directors,  
CONFIDENCE PETROLEUM INDIA LIMITED  
CIN: L40200MH1994PLC079766  
701, SHIVAI PLAZA PREMISES CHS LTD.,  
PLOT NO. 79, MAROL IND. ESTATE,  
NR. MAHALAXMI HOTEL, ANDHERI(E) MUMBAI  
Mumbai City MH 40005

Dear Sir(s)/Madam(s),

This Certificate is being issued in connection with the proposed Preferential issue/Private Placement of Equity Shares through of **CONFIDENCE PETROLEUM INDIA LIMITED** (hereinafter referred to as "Company") to those persons, as approved by the Board of Directors in its meeting held on 30.11.2023 ("Board Meeting"), the names of which are provided in Annexure A ("Proposed Allottees").

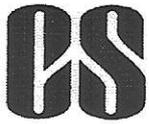
The Company is required to obtain a certificate from a Company Secretary in Practice confirming that the proposed preferential issue is being made in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**").

**Management Responsibility:**

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- (i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue.
- (ii) Determination of the minimum price of Equity Shares in terms of Regulation 164 of the SEBI ICDR Regulations.
- (iii) Compliance with the conditions and requirements of the SEBI ICDR Regulations.
- (iv) Compliance with the requirements of for the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing, and maintaining internal control relevant to preparation of Extra Ordinary General Meeting, determination minimum price of Equity Shares and making estimates that are reasonable in the circumstances.





**Practicing Professional's Responsibility:**

My Responsibility as Practicing Professional is limited to

**a. Examination of:**

- Board Resolution passed at the Board Meeting.
- The List of Proposed Allottees
- The present and proposed capital structure of the Company
- Draft notice of Extra Ordinary General Meeting
- Certificate from Chartered Accountant in Practice for Calculation of minimum issue price as per prescribed under SEBI ICDR Regulations

**b. Confirmation from the Company that:**

- None of the Allottees have sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date.
- None of the Company's Promoters or Directors is a Fugitive Economic Offender.
- The Company has no outstanding dues to SEBI, the Stock Exchange or the Depositories.
- Equity Shares held by the proposed allottees, if any, in the Company are in dematerialised form.
- The Company is in compliance with the conditions for continuous listing of Equity Shares.
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Company has decided the Relevant Date as 24/11/2023" being thirty days prior to the date on which the Extra Ordinary General Meeting is proposed to be held.
- The offer is being made only to such persons whose names and addresses are recorded by the Company prior to invitation to subscribe as per requirements of Section 42 of the Companies Act, 2013 and Rules made thereunder.

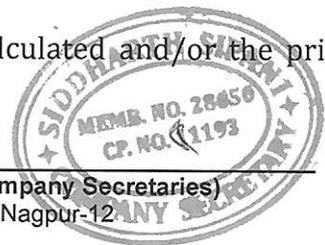
**Certification:**

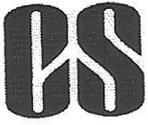
Based on my examination of such information/documents and explanation and confirmations provided to me by the Company and to the best of my knowledge and belief, I hereby certify that proposed preferential issue is being made in accordance with the requirements of SEBI ICDR Regulations.

Further, Pre-preferential holding of the allottee are in Dematerialised form and highest volume of the shares recorded on National Stock Exchange Limited.

**Assumptions & Limitation of scope and Review:**

- I. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
- II. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- III. We are not expressing any opinion on the price computed / calculated and/or the price at which the Equity Shares are being issued by the Company.





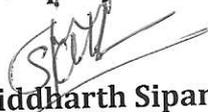
**SIDDHARTH SIPANI & ASSOCIATES**  
**COMPANY SECRETARIES**

IV. 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.

Date :01/12/2023  
Place: Nagpur



For Siddharth Sipani & Associates  
Company Secretaries

  
Siddharth Sipani  
(Proprietor)

Memb. No. 28650, CP. No. 11193  
Peer Review Certificate No. 1789/2022  
UDIN- A028650E002786020