



AANAL MEHTA & ASSOCIATES

COMPANY SECRETARIES

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Annexure IV

Format of the confirmation to be submitted by the Statutory Auditors/ Practicing Chartered Accountant/ Practicing Company Secretary on their letterhead:

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 upto 8,56,000 Equity Shares and upto 5,00,000 convertible warrants of Rs. 10/- each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, Aanal Mehta and Associates, have verified the relevant records and documents of Ascensive Educare 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) Except specified below, none of the proposed allottees does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

Sr. No.	Name of allottees	Pre-Preferential Holding	Category
1.	Ms Sayani Chatterjee	1,20,000	Promoter
2.	Mr Abhijit Chatterjee	3,80,000	Promoter
3.	Mr. Damodar Prasad Bidawatka*	8,000	Public
4.	Ms Kalpana Bidawatka*	12,000	Public
5.	Ms Madhu Lata Srivastava*	4,000	Public

- c) 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 (Relevant Date i.e. February 10, 2023) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Ms. Sayani Chatterjee	1206050000003501	6,49,200	07/04/2022	06/01/2023	NATIONAL SKILL DEVELOPMENT CORPORATION	31/12/2024

Ms. Sayani Chatterjee	1206050000003501	3,21,000	07/04/2022	06/01/2025	NATIONAL SKILL DEVELOPMENT CORPORATION	31/12/2024
Mr Abhijit Chatterjee	1206050000003516	1,99,884	06/04/2022	06/01/2025	NATIONAL SKILL DEVELOPMENT CORPORATION	31/12/2024
Mr Abhijit Chatterjee	1206050000003516	1,21,116	06/04/2022	06/01/2023	NATIONAL SKILL DEVELOPMENT CORPORATION	31/12/2024

(*Note: The company has applied for the Lock-in of the pre preferential holding, however Lock In confirmation is yet to be received from depository)

- 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. 2023-24 is more than 5% of the post issue fully diluted share capital of the issuer.

For Aanal Mehta and Associates

For, Aanal Mehta & Associates

Aanal Mehta
Membership No.: A61893
COP: 23096

Date: 31/05/2023

