

To,
The Board of Directors,
Roopshri Resorts Limited
Hotel Alexander, S. No. 246,
Plot No. 99,
Matheran, Karjat,
Raigarh – 410102.

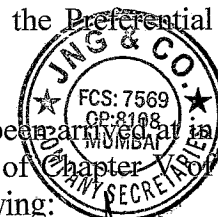
Sub: Addendum to Certificate under Regulation 163(2) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

In addendum to Certificate dated 30 August, 2022 we **JNG & Co.**, Practicing Company Secretary, hereby certify the below details of the Preferential Issue 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, We 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:

1. In accordance with the Regulations, the Company has proposed issue of **10,26,000 Equity shares with face value of Rs. 10 each, fully paid up** on a preferential basis with an issue price of **Rs. 25 each/-** ('Proposed Preferential issue'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on **August 30, 2022**.
2. The Equity Shares of the Company are frequently traded shares since, traded turnover on BSE Limited (being only one Stock Exchange where the Equity Shares of the Company listed) during the 240 trading days preceding the relevant date, is more than ten per cent of the total number of Equity shares of such class of Equity shares of the Company.
3. The issue price has been determined based on consideration of:
 - a) Valuation report of the shares of the Company dated August 30, 2022 from **Mr. Ajay Kumar Sukhadiya, Ajay Sukhadiya & Associates**; Independent Registered Valuer, as per the said report price derived is Rs. 21.83/- per equity share; and
 - b) Pricing certificate dated August 30, 2022 from **M/s. V.N. Purohit & Co, Practicing Chartered Accountants**, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

Equity Shares of the Company are listed on the BSE Limited ("BSE") for more than 3 years. The Equity Shares are frequently traded and the share prices on BSE have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the ICDR Regulations.

The price per Subscription Share in relation to the Preferential Issue has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the ICDR Regulations, which shall not be less than the higher of the following:



Office

Shop No. 2, Ram Niwas, Ranchod Das Road, Dahisar (West), Mumbai - 400 068.

☎ 022 28918179 / +91 8080544769 ☐ +91 9702002189 Email ID: jigar.gandhi@jngandco.in 📧 : Jngandco

- (i) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. August 30, 2022, which is Rs. 21.83 per equity share; or
- (ii) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. August 30, 2022, which is Rs. 21.73 per equity share.

The issue price of the equity shares to be issued to the Investors is **Rs. 25/-** per equity share i.e. the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations.

4. In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date is **August 30, 2022**, being the working day preceding 30 days prior to the date of the Annual General Meeting (AGM).

5. The details of Allottee are as under :

Sr. No	Names of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Category	QIB
1.	Shreyas Shah	2,46,000	Promoter & Promoter Group	No
2.	Lecorp Corporate Services LLP	2,46,000	Promoter & Promoter Group	No
3.	Shreshri Enterprises LLP	2,46,000	Promoter & Promoter Group	No
4.	Amoolya Vassa	1,44,000	Non-Promoter	No
5.	Anupam Vassa	1,44,000	Non-Promoter	No
	Total	10,26,000		

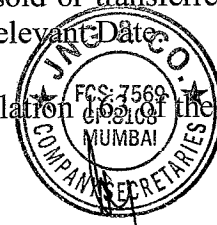
6. The Company has obtained permanent Account Number ("PAN") of the proposed allottees.

7. The pre-preferential holding held by the Allottee is held in the dematerialized form.

8. The entire pre-preferential shareholding of the proposed Allottee has been locked-in from the Relevant Date up to a period of 90 trading days from the date of grant of trading approval by the Stock Exchanges, as per the SEBI ICDR Regulations.

9. The proposed Allottees and the Promoter & Promoter Group have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.

10. The relevant disclosures in the Notice are made in accordance with Regulation 162 of the SEBI Regulations.



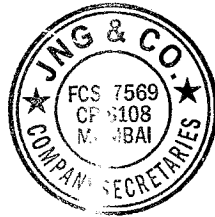
Conclusion:

Based on the, evidence obtained and information and explanations and representations provided by the Company's management, we hereby certify the addendum to Certificate under Regulation 163(2) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 dated 30 August, 2022.

Thanking You.

Your faithfully

For JNG & CO.,



A handwritten signature in black ink, appearing to read "Jigarkumar Gandhi".

Jigarkumar Gandhi

Proprietor

Membership No.: 7569

UDIN: F007569D000986360

Peer Review: 1972/2022

Date: September 16, 2022

Place: Mumbai