

Annexure IV

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 13,83,000 Equity Shares on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, **JNG & Co., Practicing Company Secretary** have verified the relevant records and documents of Roopshri Resorts 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) 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 October 22, 2022 till August 01, 2024. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Shreyas Shah	1201040000001631	2,46,000	November 14, 2022	August 01, 2024
	1201040000001631	2,535	January 29, 2024	April 30, 2024
Shripal Shah	1201040000062176	30,04,910	January 29, 2024	April 30, 2024
	1208610000000014	2,535	January 29, 2024	April 30, 2024
Lecorp Corporate Services LLP	1208610000002750	2,46,000	November 14, 2022	August 01, 2024
Shreshri Enterprises LLP	1208610000002727	2,46,000	November 14, 2022	August 01, 2024

- c) 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.
- d) 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.

- e) 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.”
- f) The total allotment to the allottee or allottees acting in concert (i.e. Shripal Shah, Shreyas Shah, Lecorp Corporate Services LLP and Shreshri Enterprises LLP) in the present preferential issue or in the same financial year i.e. 2023-2024 is more than 5% of the post issue fully diluted share capital of the issuer.

Note: However, please note that Pre issue, the Promoter and Promoter Group (PAC) are holding 64.22%, while post issue, the Promoter and Promoter Group (PAC) shall hold 67.38% i.e. increase of 3.16%. The allotment to PAC jointly or severally does not cross 5% of the post issue fully diluted share Capital of the Issuer. Hence, there will not be any change in control/management, consequent to this Preferential Issue.

For JNG & CO.



Jigarkumar Gandhi
Membership No.: 7569
COP No. 8108
Peer Review No. 1972/2022
UDIN: F007569E003344826



Date: 31 January, 2024
Place: Mumbai