



CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY BATLIBOI LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

To
The Board of Directors
Batliboi Limited,
5th Floor, 104, B.S. Marg, Fort,
Mumbai - 400001

1. I, Sonam Jain, Practicing Company Secretary have been requested by Batliboi Limited ("the Company") to certify the compliance with the requirements of Chapter V of the Securities Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 as amended from time to time, for the purpose of presenting at the Extra Ordinary General Meeting (EGM) of the Company to be held on March 29, 2024.
2. This certificate is issued in relation to issuance on a preferential basis, up to 57,14,000 (Fifty Seven Lakhs Fourteen Thousand) equity shares of face value of INR 5/- (Rupees Five each ("Equity Shares") at a price of Rs. 113.50/- (Rupees One Hundred Thirteen Decimal Five Zero only), per Equity Share aggregating to Rs. 64,85,39,000/- (Rupees Sixty Four Crores Eighty Five Lakhs Thirty Nine Thousand Only).
3. The minimum issue price for the proposed preferential issue of Batliboi Limited based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs. 113.49/- per share, and therefore the Company has decided to issue equity shares on preferential basis to the proposed allottees at Rs. 113.50/- per share (where face value of share is Rs. 5 and premium amount is Rs. 108.50/-)
4. The relevant date for the purpose of said minimum issue price was 28.02.2024.
5. The highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date on BSE Limited.
6. We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.
7. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.



SONAM JAIN
Company Secretary

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For Sonam Jain & Associates
Company Secretaries
(Peer Review No. 2588/2022)

Sonam Jain

Membership No: F9871

UDIN: F009871E003613174

Date: 21.03.2024

Place: Mumbai

Enclosed below is Annexure A for determination of Issue Price.



Annexure A

Calculation of Minimum Issue Price as per prescribed under Chapter V of SEBI (ICDR) Regulations,

Date of EGM: 29/03/2024

Relevant Date (30 days prior to EGM): 28/02/2024

I. Volume Weighted average price (VWAP) for a period of 90 trading days of the Equity shares of Batliboi Limited quoted on BSE Limited during last 90 days preceding the relevant date

(Considering relevant date as February 28, 2024)

$$\text{Total Value/ Total Volume} = \text{VWAP}$$
$$470132035/4660496 = 100.88$$

Date	No. of Shares	Total Turnover (Rs.)
28-Feb-24	87079	10654318
27-Feb-24	107047	12857909
26-Feb-24	80744	9595736
23-Feb-24	32998	3779443
22-Feb-24	15667	1729427
21-Feb-24	98075	11272690
20-Feb-24	232640	26564370
19-Feb-24	95311	9912317
16-Feb-24	37818	3613731
15-Feb-24	26703	2411894
14-Feb-24	28979	2611441
13-Feb-24	33056	3078449
12-Feb-24	60147	5738021
09-Feb-24	79619	7947319
08-Feb-24	29591	2952222
07-Feb-24	31611	3177658
06-Feb-24	35531	3520850
05-Feb-24	16323	1597843
02-Feb-24	27772	2762231
01-Feb-24	36146	3620317
31-Jan-24	52536	5299492
30-Jan-24	29883	3029393
29-Jan-24	15661	1630847
25-Jan-24	20490	2097874
24-Jan-24	13501	1329518
23-Jan-24	20887	2104894
20-Jan-24	17797	1861097
19-Jan-24	113253	12381031
18-Jan-24	36375	3822248
17-Jan-24	95592	9522465



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16-Jan-24	50210	5039718
15-Jan-24	26939	2847580
12-Jan-24	41168	4534610
11-Jan-24	65960	7332542
10-Jan-24	447272	51137472
09-Jan-24	56500	6259635
08-Jan-24	82782	8705951
05-Jan-24	204373	20250353
04-Jan-24	86106	7936850
03-Jan-24	120025	10084544
02-Jan-24	14502	1180302
01-Jan-24	46639	3846962
29-Dec-23	24450	1963255
28-Dec-23	10410	846365
27-Dec-23	28397	2345096
26-Dec-23	21331	1786828
22-Dec-23	10557	906151
21-Dec-23	22261	1838420
20-Dec-23	86546	7197966
19-Dec-23	19617	1710004
18-Dec-23	10362	919828
15-Dec-23	25507	2268937
14-Dec-23	10518	946783
13-Dec-23	13764	1222259
12-Dec-23	22432	1995732
11-Dec-23	6004	551030
08-Dec-23	6449	595428
07-Dec-23	17931	1669777
06-Dec-23	48101	4256573
05-Dec-23	20217	1825293
04-Dec-23	19926	1862462
01-Dec-23	9835	910360
30-Nov-23	12123	1121863
29-Nov-23	40915	3718933
28-Nov-23	53042	4987420
24-Nov-23	20777	2077868
23-Nov-23	20799	2154597
22-Nov-23	52320	5236566
21-Nov-23	8043	767773
20-Nov-23	13583	1308190
17-Nov-23	16267	1620891
16-Nov-23	10030	1007858
15-Nov-23	50439	4904297
13-Nov-23	26554	2482984
12-Nov-23	45071	4297634
10-Nov-23	16047	1594121
09-Nov-23	162209	17465815



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08-Nov-23	61713	6572725
07-Nov-23	86429	8923546
06-Nov-23	61839	6307285
03-Nov-23	105158	10293897
02-Nov-23	134390	12433272
01-Nov-23	141184	12974209
31-Oct-23	108912	9179268
30-Oct-23	29760	2299554
27-Oct-23	32740	2410321
26-Oct-23	8010	578688
25-Oct-23	24273	1791136
23-Oct-23	22800	1669423
20-Oct-23	9146	699790
Total	4660496	470132035

II. Volume Weighted average price (VWAP) for a period of 10 trading days of the Equity shares of Batliboi Limited quoted on BSE Limited during last 10 days preceding the relevant date

(Considering relevant date as February 28, 2024)

$$\text{Total Value/ Total Volume} = \text{VWAP}$$
$$92391835/814082 = 113.49$$

Date	No. of Shares	Turnover (Rs.)
28-Feb-24	87079	10654318
27-Feb-24	107047	12857909
26-Feb-24	80744	9595736
23-Feb-24	32998	3779443
22-Feb-24	15667	1729427
21-Feb-24	98075	11272690
20-Feb-24	232640	26564370
19-Feb-24	95311	9912317
16-Feb-24	37818	3613731
15-Feb-24	26703	2411894
Total	8,14,082	9,23,91,835