ROSELABS FINANCE LIMITED

ADDENDUM DATED AUGUST 11, 2025, TO THE REPORT OF THE AUDIT COMMITTEE OF ROSELABS FINANCE LIMITED DATED JULY 30, 2024, ON THE REVISED SCHEME OF MERGER BY ABSORPTION OF THE COMPANY AND NATIONAL STANDARD (INDIA) LIMITED WITH LODHA DEVELOPERS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

Members Present

1. Mr. Mayank Padiya
2. Mr. Prakash Vaghela
3. Ms. Sanjyot Rangnekar

1. The Audit Committee at its meeting held on July 30, 2024 had recommended the Scheme of Merger by Absorption of Roselabs Finance Limited (**'RFL' or 'First Transferor Company' or 'the Company'**), National Standard (India) Limited **('NSIL'** or '**Second Transferor Company**'), Sanathnagar Enterprises Limited ('**SEL' or 'Third Transferor Company**') with Lodha Developers Limited (**'LDL' or 'Transferee Company'**) and their respective shareholders ('**Earlier Scheme'**) and had issued a report dated July 30, 2024 ('**Audit Committee Report').**

2. Subsequently, based on feedback from stakeholders, without making any other changes whatsoever to the Earlier Scheme, it is proposed to exclude SEL / the Third Transferor Company from the Scheme and proceed with the merger of only the First and Second Transferor Companies (i.e. RFL and NSIL) with the Company ('**Revised Scheme'**).

3. Thus, this report forms an integral part of and should always be read in conjunction with the Audit Committee Report dated July 30, 2024.

4. The Revised Scheme provides for merger of the First and Second Transferor Companies with LDL in consideration of issue of fully paid-up equity shares of the Company to the shareholders of the said Transferor Companies (other than to the Transferee Company and/or its direct/ indirect subsidiaries holding shares directly and jointly with its nominee shareholders) as per the Share Entitlement Ratio recommended in the Valuation Report; the consequent dissolution of the said Transferor Companies without winding up and various other consequential and integrally connected matters.

5. In terms of the SEBI Circulars read with the Listing Regulations, a report from the Audit Committee recommending the Revised Scheme after taking into consideration inter-alia the Valuation Report, Fairness Opinion and commenting on the need for the Scheme, rationale of the Scheme, impact of the Scheme on the Company and its shareholders, cost benefit analysis of the Scheme and synergies of business of the entities involved in the Scheme is to be submitted along with the application to Exchanges.

6. The following documents were placed before the Audit Committee at its meeting held on August 11, 2025:

    a. Draft Revised Scheme of Merger by Absorption;

    b. Addendum dated August 11, 2025, to the valuation report on 'Recommendation of Share entitlement ratio' for the proposed Merger by absorption, dated July 30, 2024, issued by Ms. Drushti R. Desai, partner Bansi S. Mehta Valuers LLP, independent Registered Valuer ('**Valuation Report**').

c. Addendum dated August 11, 2025, to the fairness opinion dated July 30, 2024, issued by Fedex Securities Private Limited, an independent SEBI Registered (Category-I) Merchant Banker, on the fairness of the share entitlement ratio ('**Fairness Opinion**');

7. **Addendum dated August 11, 2025 to the Valuation Report dated July 30, 2024**

Vide Addendum dated August 11, 2025, to the Valuation Report dated July 30, 2024, Ms. Drushti R Desai, Registered Valuer, Partner Bansi S. Mehta Valuers LLP, has confirmed that as RFL, NSIL and SEL are independent entities, and the valuation and share entitlement ratios for each were determined separately without interdependence, the proposed amendment to the Scheme does not affect the previously determined share entitlement ratio for RFL and NSIL and the share entitlement ratio specified in the Valuation report dated July 30, 2024, remains applicable.

- **For NSIL**

  "For every 1,000 Equity shares of face and paid-up value of Rs. 10/- (Ten) held in NSIL, 92 Equity shares of face and paid-up value of Rs. 10/- (Ten) in LDL"

- **For RFL**

  "For every 1,000 Equity shares of face and paid-up value of Rs. 10/- (Ten) held in RFL, 7 Equity shares of face and paid-up value of Rs. 10/- (Ten) in LDL"

There is no change in Valuation date or other for determining the share entitlement ratio assumptions as contained in the original Valuation Report.

8. **Addendum dated August 11, 2025 to the Fairness Opinion dated July 30, 2024**

Vide Addendum dated August 11, 2025, to the Fairness Opinion dated July 30, 2024, Fedex Securities Private Limited has confirmed that as NSIL, SEL, and RFL are independent entities, and the Share Entitlement Ratios for each were determined by the Valuer separately without any interdependence, the exclusion of SEL does not impact their previously issued Fairness Opinion with respect to Share Entitlement Ratios of RFL and NSIL. Further, based on the Valuation Report dated July 30, 2024 and addendum dated August 11, 2025 thereto, issued by the Valuer, the Share Entitlement Ratios for RFL and NSIL are fair and reasonable from a financial point of view as of July 30, 2024.

9. **Impact of the Revised Scheme on the shareholders and debenture holders**

Basis the Valuation Report, Fairness Opinion, both dated July 30, 2024 and the addendums thereto, both dated August 11, 2025, issued by registered valuers and SEBI (Category-I) Merchant Bankers respectively, read with the Audit Committee Report dated July 30, 2024, the Audit Committee is of the view that the Revised Scheme continues to be in the best interests of the Company and its stakeholders. Exclusion of SEL from the Revised Scheme does not affect or impact the shareholders and debenture holders of the Company in any manner whatsoever.

10. **Recommendation of the Audit Committee**

After taking into consideration the Revised Scheme, rationale and benefits, the Valuation Report, the Fairness Opinion and the addendum thereto, the Audit Committee hereby

recommends the Revised Scheme to the Board of Directors of the Company, BSE, NSE, and SEBI and other appropriate authorities for favorable consideration.

By and order of the Audit Committee,

For and on behalf of
Roselabs Finance Limited

Mayank Padiya
Chairman

Place: Mumbai
Date: August 11, 2025