



CERTIFICATE BY PRACTICING COMPANY SECRETARY

To,
The Members
EFORU ENTERTAINMENT LIMITED
(Formerly Known as Tavernier Resources Limited)
CIN: L59111GJ1994PLC170267

Dear Members,

Subject: Certificate of Practicing Company Secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Reference: Preferential Issue of Equity Shares of EFORU ENTERTAINMENT LIMITED (Formerly Known as Tavernier Resources Limited) [CIN L59111GJ1994PLC170267], being placed before the Members in the Extra-Ordinary General Meeting to be held on Friday, 05th Day of June, 2026.

This Certificate is issued in terms of my engagement with **EFORU ENTERTAINMENT LIMITED (Formerly Known as Tavernier Resources Limited) [CIN L59111GJ1994PLC170267]** ("the Company") and as per the requirement of sub-regulation 2 of regulation 163 under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI Regulations").

As required, I have examined the compliance with the applicable regulations of Chapter V of the SEBI Regulations for Preferential Issue of Equity Shares by the Company approved by the Board of Directors ("the Board") in its meeting dated **Wednesday, May 06, 2026** to the following persons;

Sr No.	Name of Proposed Allottee(s)	Category	No. of preferential Issue Shareholding percentage of the proposed allottees	% of Post Issue Holding
1	Amit Pankaj Vedawala	Promoter	2,98,900	50.25%
2	Global9 LLC (Limited Liability Company represented by its members- 1. Nayankumar Jethva 2. Santosh Bari 3. Rohan Shende 4. Vishal Chakke	Non-Promoter	11,95,800	15.89%

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3	Dilip Modi	Non-Promoter	53,800	0.71%
	Total		15,48,500	66.85%

In terms of the aforesaid SEBI Regulations and Companies Act, 2013, the Company is issuing Notice of **Extra-Ordinary General Meeting** to be held on **Friday, the 05th day of June, 2026** along with explanatory statement ("the Notice") to the members of the Company for which **remote e-voting** is scheduled between **Tuesday, June 02, 2026 at 9.00 a.m. (IST) and ends on Thursday, June 04, 2026 at 5.00 p.m. (IST)** and the members who will be present at the EGM through VC/ OAVM and who have not voted on remote e-voting will be allowed to cast their votes through **Venue e-voting** system during the EGM.

Pursuant to provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, the said notice seeks the consent of the members by way of Special Resolution to approve the proposed issue of 15,48,500 (Fifteen Lakhs Forty-Eight Thousand Five Hundred) Equity Shares of Face Value of Rs. 10/- each at a price of Rs. 91/- per Equity Shares aggregating to Rs. 14.09 Crores to Promoter and Non-Promoters, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Extra-Ordinary General Meeting and such other permissions, sanctions and statutory approvals, as may be required, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, to the Proposed Allottees, on preferential issue basis, as per the Notice.

Managements' Responsibility

The compliance with the aforesaid SEBI Regulations and Companies Act, 2013 for the preferential issue of equity shares and preparation of the aforesaid Notice, including its content in respect of Item No. 1 of the Notice is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to SEBI, and/or Bombay Stock Exchange of India Limited.

My responsibility

I have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion

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I conducted my examination in accordance with the Guidance Manual on Quality of Audit & Attestation Services ("the Guidance Note") issued by the Institute of Company Secretaries of India ("the ICSI"). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the ICSI.

My Certificate is limited to certifying the disclosure requirements as specified under the SEBI Regulations which shall be included in the Notice while seeking approval of the Members in respect of Preferential Issue.

For the purpose of this certificate, I have planned and performed the following procedures to determine whether anything has come to my attention that causes me to believe that the proposed preferential issue of equity shares as set out in Item No. 1 of the notice is in accordance with regulation 159, 160, 161, 163, 164, 166(1) and 167 of the aforesaid SEBI Regulations:

a) With respect to Regulation 159 of SEBI Regulations, I have verified that the Company has obtained requisite undertaking from proposed allottees to ensure that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date i.e., Wednesday, 06th May, 2026 ("Relevant Date") determined in accordance with SEBI Regulations;

b) With respect to conditions specified in regulation 160 of the SEBI Regulations, I have performed the following procedure to confirm the compliance with required conditions:

- Obtained confirmation from the Company that all equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
- Examined the Notice issued by the Company and confirmed that the special resolution for the proposed preferential issue of equity shares is included in the same. Compliance with Regulation 160 (b) of SEBI Regulations will be subject to the special resolution being passed by the members of the Company on deemed date of passing of resolution i.e., **Friday, 05th June, 2026.**
- Obtained confirmation from the Company and confirmed that the pre-preferential holding of equity shares of the Company held by the following proposed allottees have been locked-in from relevant date as per Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from relevant date till Lock-in date:

Name of the Proposed Allottee	Whether any Pre preferential Holding held	Quantity
Amit Pankaj Vedawala	Yes	34,84,007
Global9 LLC	No	0
Dilip Modi	No	0



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- Enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange where the equity shares of the Company are listed;
- Verified that the Company has obtained Permanent Account Number ("PAN") of the proposed allottees. The Company has relied on the undertaking provided by the proposed allottees for the PAN number;
- Obtained confirmation from the Company that it will make an application seeking in-principle approval to the Bombay Stock Exchange of India Limited, where its equity shares are listed, on the same day when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

c) With respect to determination of relevant date as per the requirement specified in Regulation 161 of SEBI Regulations, I have satisfied myself that that the relevant date is **Wednesday, 06th May, 2026**, being the date thirty day prior to the deemed date of passing of Special Resolution through Extra-Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

d) Read the aforesaid Notice and verified that the following relevant disclosures are made in accordance with regulation 163 of the SEBI Regulations:

- The objects of the preferential equity issue are included in the Notice;
- Maximum number of Equity Shares to be issued is included in the Notice;
- Intention of the promoters, directors or key managerial personnel of the Company to subscribe to the offer is disclosed in the Notice;
- Shareholding pattern of the Company before and after the preferential issue is disclosed in the Notice;
- The time frame within which the preferential equity issue shall be completed is disclosed in the Notice;
- Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees;
- The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue;
- Undertaking that the Company shall re-compute the price of the Equity Share in terms of the provision of SEBI Regulations where it is required to do so is included in the Notice;
- Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the allottees;
- Since, as per the confirmation given by the Company, its Directors and Promoters that they are not wilful defaulter or a fraudulent borrower disclosures specified in Schedule VI of SEBI Regulations is not applicable.



- The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter;
- The special resolution specifies the relevant date on the basis of which price of the equity shares to be allotted shall be calculated.

e) I have satisfied myself that Equity Shares of the Company are frequently traded shares since, traded turnover on Bombay Stock Exchange of India Limited (being the stock exchange where the highest trading volume in respect of the equity shares of the issuer has been recorded) 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.

f) Since there is no change in control of the company, but the allotment involves more than 5% of the post issue fully diluted share capital of the Company, valuation report of an Independent Registered Valuer for determining the price has been Obtained.

g) With respect to compliance with the minimum issue price for equity shares to be issued on preferential basis and in accordance with sub-regulation (1) of regulation 164 of the aforesaid SEBI Regulations, I have verified that the Articles of Association of the Company do not provide for a method of determination which results in a floor price higher than that determined under these regulations.

The Notice specifies the Issue Price as Rupees 91/- per Shares each of face value of Rs. 10/- each ("the Equity Shares") which is higher than the Floor Price determined in afore mentioned manner. The relevant date for the purpose of said minimum issue price was 06/05/2026. The workings for arriving at such minimum issue price is attached herewith as **Annexure A**.

h) In respect of Lock-in as specified in Regulation 167 of SEBI Regulations, I have verified the content of the Notice that it includes the lock-in provisions of equity shares allotted on Preferential Basis to the Proposed Allottees. Further, the Proposed Allottee is holding Equity Shares of the Company as on Relevant Date and accordingly, the pre-preferential shareholding of each of proposed allottee(s) (if any) 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. 06th May, 2026 till lock-in date. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder

Name of Proposed Allottee	Pre-preferential holding	Lock in Details	
		From	Till
Amit Pankaj Vedawala	34,84,007	05-05-2026	26-10-2026
Global9 LLC	0	NA	NA
Dilip Modi	0	NA	NA
Total	34,84,007		



Conclusion

Based on the procedures performed as mentioned above, evidence obtained and information and explanations and representations provided by the Company's management, nothing has come to my attention that causes me to believe that the proposed preferential issue of equity shares of the Company is not in accordance with the relevant aforesaid SEBI Regulations.

Restriction of use

This certificate has been issued at the request of the Company and is intended solely for the information and use of the Board of Directors and members of the Company in connection with the proposed preferential issue of Equity Shares and listing thereof and as a result, this certificate may not be suitable for any other purpose. Accordingly, the certificate should not be quoted or referred to in any other document or made available to any other person or persons without my prior written consent. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is shown nor into whose hands it may come without my prior written consent.

**For, Pitroda Nayan & Co.,
Company Secretaries**




Nayan P. Pitroda
Proprietor
Mem.No.: 58473
C.P.No.: 23912
UDIN.: A058473H000295831
P/R No.: 5509/2024

Date.: 06/05/2026
Place.: Ahmedabad

Anneuxre A

Working of calculation of minimum issue price as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018

- a. **The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date**

Date	Volume	Value
06-May-26	122	9573
04-May-26	54	4280
30-Apr-26	665	55229
29-Apr-26	760	66479
28-Apr-26	79	7287
27-Apr-26	1383	130507
24-Apr-26	402	36277
23-Apr-26	375	32839
22-Apr-26	252	22547
21-Apr-26	53	4810
20-Apr-26	3244	312062
17-Apr-26	630	60527
16-Apr-26	4	394
15-Apr-26	108	9549
13-Apr-26	42	3627
10-Apr-26	361	33278
09-Apr-26	63	6015
08-Apr-26	72	6813
07-Apr-26	6	556
06-Apr-26	676	58793
02-Apr-26	226	19971
01-Apr-26	12	1050
30-Mar-26	2	176
27-Mar-26	169241	14342131
25-Mar-26	63	5314
24-Mar-26	635	54827
23-Mar-26	550	49370
20-Mar-26	42	3957
19-Mar-26	8591	789962
18-Mar-26	924	89257
17-Mar-26	1828	180989
16-Mar-26	2413	241654
13-Mar-26	1192	116861
12-Mar-26	550	53137
11-Mar-26	856	83511
10-Mar-26	416	38901
09-Mar-26	260	23376

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06-Mar-26	3930	354858
05-Mar-26	34558	3191082
04-Mar-26	49284	4158139
02-Mar-26	14	1195
27-Feb-26	7994	719641
26-Feb-26	8027	742304
25-Feb-26	6939	656591
24-Feb-26	1264	120740
23-Feb-26	2084	183523
20-Feb-26	13954	1156742
19-Feb-26	655	52569
18-Feb-26	14399	1009546
17-Feb-26	11011	821711
16-Feb-26	5436	417110
13-Feb-26	436	36656
12-Feb-26	4728	388668
11-Feb-26	2756	221745
10-Feb-26	18353	1475588
09-Feb-26	2093	155617
06-Feb-26	5359	397496
05-Feb-26	2308	158465
04-Feb-26	52198	3342015
03-Feb-26	564	35286
02-Feb-26	1756	112365
01-Feb-26	115	7592
30-Jan-26	45	2866
29-Jan-26	137	8422
28-Jan-26	42	2572
27-Jan-26	5373	321020
23-Jan-26	1623	104094
22-Jan-26	50737	3249623
21-Jan-26	810	54059
20-Jan-26	976	66353
19-Jan-26	2417	167648
16-Jan-26	1294	92891
14-Jan-26	541	38353
13-Jan-26	898	64236
12-Jan-26	221	16009
09-Jan-26	3491	257342
08-Jan-26	1037	74666
07-Jan-26	219	16427
06-Jan-26	2613	188826
05-Jan-26	140	10359
02-Jan-26	1092	81171
01-Jan-26	442	32782
31-Dec-25	66331	4662726



30-Dec-25	302	21415
29-Dec-25	9829	699095
26-Dec-25	1159	80066
24-Dec-25	4676	322403
23-Dec-25	499	32773
22-Dec-25	2102	145069
Total	606413	47686396

= 47686396/ 606413

=Rs. 78.63683/-

b. The 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date

Date	No. of Shares	Total Turnover (Rs.)
06-May-26	122	9573
04-May-26	54	4280
30-Apr-26	665	55229
29-Apr-26	760	66479
28-Apr-26	79	7287
27-Apr-26	1383	130507
24-Apr-26	402	36277
23-Apr-26	375	32839
22-Apr-26	252	22547
21-Apr-26	53	4810
Total	4145	369828

=369828/ 4145

=Rs.89.22267/-

Summary

90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date	Rs. 78.63683/-
10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date	Rs. 89.22267/-



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