

# SARUPRIA SOMANI & ASSOCIATES

Chartered Accountants

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## **CERTIFICATE ON AVERAGE COST OF ACQUISITION OF EQUITY SHARES BY THE PROMOTERS AND CERTIFICATE ON WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WERE ACQUIRED BY EACH OF THE PROMOTERS**

To,

**The Board of Directors**

**Rukmani Devi Garg Agro Impex Limited**(“Company”)

Plot No. 07, Bhama Shah Mandi,  
Anantpura, Kota, Rajasthan, 324005

Dear Sirs,

**Re: Proposed SME initial public offering Up to 25,00,000 equity shares of face value of Rs. 10/- each (the “Equity Shares”) by the Company) and such issuing, (the “Issue”) on SME Platform of BSE Limited.**

We, Sarupria Somani & Associates, Chartered Accountants, Expert of the Company have performed the procedures stated below, at the request of the Company, to verify and certify:

- the average cost of acquisition of the Equity Shares of the Company held by the Promoters of the Company, *i.e* Vishal Garg, Anju Garg, RDG Capital Private Limited
- weighted average price at which Equity Shares were acquired by the Promoters in the last year 3 Years
- the details of price at which equity shares were acquired by promoters and the members of promoter group in the last 3 years preceding the date of this draft prospectus.

Names	Date of Acquisition	Number of Equity Shares acquired	Face value (in ₹)	Acquisition price per Equity Share (in ₹)*
<b>Promoters</b>				
Nil				
<b>Promoter Group</b>				
Shri Vishal Garg & Sons (HUF)	March 13, 2024	500	10	44
Indian Warehousing Corporation Limited	March 13, 2024	100	10	44
Gold Shine Comtrade Private Limited	March 13, 2024	100	10	44
RDG Proteins Limited	March 13, 2024	100	10	44

We have performed the following procedures:

**Offices at Ahmedabad, Akola, Bhavnagar, Bhilwara, Chandigarh, Delhi, Ghaziabad, Guwahati, Indore, Kolkata, Mumbai, Nandura, Pune, Raipur, Ranchi, Rudrapur, Singrauli & Surat**

- (i) Obtained the list of Promoters, as defined under Regulation 2(1) (oo) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), as amended from the management of the Company for the purpose of calculation of cost per share to the Promoters of the Company;
- (ii) Compared the date of acquisition / sale / transfer; number of equity shares; and acquisition / issue cost per equity share in respect of each promoter of the Company stated in the Statement, with the share allotment register, minutes of the meetings of the Board of Directors of the Company and duly organized committees thereof, minutes of annual general meeting and extra- ordinary general meetings, relevant statutory registers including share allotment and share transfer registers, Form PAS-3 pursuant to Section 39(4) of the Companies Act, 2013, as amended, and Rule 12 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (for allotments since April 1, 2014) along with extracts of relevant board and shareholder resolutions, Form SH-7 pursuant to Section 64(1) of the Companies Act, 2013, as amended and Rule 15 of the Companies (Share Capital and Debenture Rules), 2014, confirmation from the Company for monies received (as applicable), bank account statements, relevant filings with the Reserve Bank of India, demat transfer statements, share transfer forms, income tax returns, delivery instruction slips, any other forms filed with any regulatory authority in this regard and other documents presented to us;
- (iii) Computed average cost per share to the Promoters; and
- (iv) Computed the weighted average price at which the Equity Shares were acquired by the Promoters in the last twelve months, 18 months and thirty six months.

Based on above procedures, we confirm that:

- (i) The weighted average price at which Equity Shares of the Company were acquired by the Promoters in last 1 Year preceding the date of this Prospectus set out in **Table 1**.
- (ii) The weighted average price at which Equity Shares of the Company were acquired by the Promoters in last 1 Year, 18 months, and 3 Years preceding the date of this Prospectus as set out in **Table 2**
- (iii) The computation of the abovementioned Weighted Average Price is set out in **Annexure A**.
- (iv) The computation of the abovementioned Weighted Average Price is set out in **Annexure B**.
- (v) The average cost of acquisition of Equity Shares by the Promoters is as set out in **Table 3**.
- (vi) The computation of the abovementioned average cost of acquisition of the Equity Shares is as set out in **Annexure C**.

We have conducted our examination in accordance with the “Guidance Note on Reports in Company Prospectuses (Revised 2019)”, issued by the Institute of Chartered Accountants of India, in so far it relates to management expert issuing certificates on information included in the Red Herring Prospectus (“**RHP**”) and prospectus (“**Prospectus**”). We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

We confirm that the information in this certificate is true, fair and correct, and is in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law, and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context. We confirm that the information in this certificate is adequate to enable investors to make a well-informed decision, to the extent that such information with respect to us is relevant to the prospective investor to make a well-informed decision.

This certificate is for information and for inclusion (in part or full) in the Red Herring Prospectus (“**RHP**”) and the Prospectus (“**Prospectus**”) filed in relation to the Issue (collectively, the “**Issue Documents**”) or any other Issue-related material, and may be relied upon by the Company, the Book Running Lead Manager and the legal advisors appointed

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by the Company and the Book Running Lead Manager in relation to the Issue. We hereby consent to the submission of this certificate as may be necessary to Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Jaipur ("RoC"), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares commence trading on the relevant stock exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication from us, the Book Running Lead Manager and the legal advisors, each to the Company and the Book Running Lead Manager, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Issue.

We hereby indemnify and keep indemnified, saved, defended and harmless the Book Running Lead Manager and the Legal Advisor of the Company and all persons claiming under them ("Indemnified Persons"), from and against all losses and/or damages arising as a result of the aforementioned representations made by me/us in order to disclose details of the same in the Issue Documents, for the Issue or arising as a result of any notices, proceedings, litigations, claims, penalties, demands and costs that may be made and/or raised on the Indemnified Persons by any concerned authority(ies) and/or with regard to any matter arising in connection thereto or otherwise by reason of the matter contemplated herein and/or sustained by the Book Running Lead Manager and/or Legal Advisor to the Issue as a result of any statements, representations, assurances, confirmations herein under given being untrue.

The certificate is for the specific purpose of inclusion in the offer documents of the company and may not be suitable for any other purpose. The company, the Book Running Lead Manager, legal advisors shall not use this for any other purpose without our prior consent.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents.

Yours faithfully,

For and on behalf of

**Sarupria Somani & Associates**

Chartered Accountants

FRN: 010674C

**CA Devendra Kumar Somani**

Partner

Membership No. – 079558

Date – September 30, 2025

Place – Udaipur

UDIN – 25079558BMLZEO4085

Encl: As above

Cc:

**Fedex Securities Private Limited (the "Book Running Lead Manager")**

3rd Floor, B Wing, Jay Chambers, Dayaldas Road,

Vile Parle East, Mumbai – 400057

**Offices at Ahmedabad, Akola, Bhavnagar, Bhilwara, Chandigarh, Delhi, Ghaziabad, Guwahati, Indore, Kolkata, Mumbai, Nandura, Pune, Raipur, Ranchi, Rudrapur, Singrauli & Surat**

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**Table 1**

The weighted average price at which the Equity Shares were acquired by the Promoters in the one year preceding the date of this Prospectus.

<b>Name of the Promoters</b>	<b>Number of Equity Shares of face value of ₹ 10/- each acquired in the one year preceding the date of this Prospectus</b>	<b>Weighted Average Cost of Acquisition per Equity Share (in ₹)</b>
RDG Capital Private Limited	Nil	N.A.
Mr. Vishal Garg	Nil	N.A.
Mrs. Anju Garg	Nil	N.A.

Table 2

**WEIGHTED AVERAGE COST OF ALL EQUITY SHARES TRANSACTED IN THE LAST THREE (3) YEARS, EIGHTEEN (18) MONTHS AND ONE (1) YEAR.**

Period	Weighted average cost of acquisition per Equity Share of face value of ₹ 10 (in ₹)	Cap price (₹ 99.00) is 'X' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)
Last one (1) year	NA	N.A.	N.A.
Last three (3) years	44	2.25	N.A.
Last eighteen (18) months	44	2.25	N.A.

*The weighted average price for Equity Shares acquired during the last one year has been calculated by taking into account the amount paid by the promoter shareholder to acquire the Equity Shares and the cost of acquisition has been divided by total number of shares acquired (including bonus shares) during the last one year. The number of Equity Shares in the table above have been calculated on a post-split basis.*

## Annexure A

Computation of Weighted Average Price at which Equity Shares of the Company were acquired by the Promoters in last 1 Year preceding the date of this Prospectus

NIL
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## Annexure B

The weighted average price at which Equity Shares of the Company were acquired by the Promoters in the last 1 Year, 18 months and 3 Years preceding the date of this Prospectus, as set out in Table 2

Share Transferred by RDG Capital Private Limited –Rs 44 per share
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**Table 3: Average cost of acquisition of Equity Shares for the Promoters**

Name of the Promoters	Number of Equity Shares held of face value of ₹ 10 each held *	Average Cost of Acquisition per Equity Share (in ₹)*
RDG Capital Private Limited	26,38,700	32.17
Mr. Vishal Garg	23,77,000	1.17
Mrs. Anju Garg	14,83,500	1.25

Annexure C

**Computation of Average Cost of Acquisition of The Equity Shares**

Name of the Promoter: RDG Capital Private Limited								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) (i)	Nature of transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
May 29, 2010	40,000	Cash	10	10	Transfer from Gujmukh Vinimay Private Limited	40,000	0.62%	0.45%
May 29, 2010	40,000	Cash	10	10	Transfer from Future Trexim Private Limited	80,000	0.62%	0.45%
May 29, 2010	37,500	Cash	10	10	Transfer from Linton Dealers Private Limited	1,17,500	0.58%	0.42%
May 29, 2010	35,000	Cash	10	10	Transfer from Oasis Complex Private Limited	1,52,500	0.54%	0.39%
May 29, 2010	30,000	Cash	10	10	Transfer from Kohinoor Highrise Private Limited	1,82,500	0.46%	0.34%
March 3, 2011	10,000	Cash	10	10	Further Issue	1,92,500	0.15%	0.11%
March 14, 2011	16,17,000	Other than Cash	10	N.A.	Bonus Issue	18,09,500	24.88%	18.22%

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Name of the Promoter: RDG Capital Private Limited								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) (i)	Nature of transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
June 15, 2011	8,30,000	Cash	10	100	Further Issue	26,39,500	12.77%	9.35%
March 13, 2024	(500)	Cash	10	44	Transfer to Shri Vishal Garg & Sons (HUF)	26,39,000	(0.01%)	(0.01%)
March 13, 2024	(100)	Cash	10	44	Transfer to RDG Proteins Limited	26,38,900	Negligible	Negligible
March 13, 2024	(100)	Cash	10	44	Transfer to Indian Warehousing Corporation Limited	26,38,800	Negligible	Negligible
March 13, 2024	(100)	Cash	10	44	Transfer to Gold Shine Comtrade Private Limited	26,38,700	Negligible	Negligible
<b>Total</b>	<b>26,38,700</b>						<b>40.60%</b>	<b>29.73%</b>
		Average Acquisition Cost on FIFO Basis per share						32.17

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Name of the Promoter: Mr. Vishal Garg								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition/ Transfer Price per Equity Share (₹) (i)	Nature of transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
On Incorporation	50	Cash	10	10	Subscription to MOA	50	0.00%	Negligible
October 30, 1998	7,950	Cash	10	10	Further Issue	8,000	0.12%	0.09%
December 29, 2000	5,000	Cash	10	10	Transfer from Late. Rukmani Devi Garg	13,000	0.08%	0.06%
December 29, 2000	2,000	Cash	10	10	Transfer from Mrs. Ragini Garg	15,000	0.03%	0.02%
January 25, 2001	25,000	Cash	10	10	Further Issue	40,000	0.38%	0.28%
March 31, 2003	10,000	Other than Cash	10	NA	Bonus Issue	50,000	0.15%	0.11%
December 18, 2006	37,500	Cash	10	10	Further Issue	87,500	0.58%	0.42%
November 25, 2007	55,000	Cash	10	10	Further Issue	1,42,500	0.85%	0.62%
August 08, 2009	10,000	Cash	10	10	Transfer from Motcab Finance Private Limited	1,52,500	0.15%	0.11%
March 03, 2011	1,00,000	Cash	10	10	Further Issue	2,52,500	1.54%	1.13%
March 14, 2011	21,21,000	Other than Cash	10	NA	Bonus Issue	23,73,500	32.63%	23.90%
June 15, 2011	3,500	Cash	10	100	Further Issue	23,77,000	0.05%	0.04%
<b>Total</b>	<b>23,77,000</b>						<b>36.57%</b>	<b>26.78%</b>
		Average Acquisition Cost on FIFO Basis per share						<b>1.17</b>

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Name of the Promoter: Mrs. Anju Garg								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) (i)	Nature of transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (%)	Percentage of the post-Issue capital (%)
December 10, 2000	5,000	Cash	10	10	Transfer from Mrs. Usha Garg	5,000	0.08%	0.06%
January 25, 2001	5,000	Cash	10	10	Further Issue	10,000	0.08%	0.06%
March 31, 2003	2,500	Other than Cash	10	NA	Bonus Issue	12,500	0.04%	0.03%
November 25, 2007	45,000	Cash	10	10	Further Issue	57,500	0.69%	0.51%
March 03, 2011	1,00,000	Cash	10	10	Further Issue	1,57,500	1.54%	1.13%
March 14, 2011	13,23,000	Other than Cash	10	NA	Bonus Issue	14,80,500	20.35%	14.91%
June 15, 2011	3,000	Cash	10	100	Further Issue	14,83,500	0.05%	0.03%
<b>Total</b>	<b>14,83,500</b>						<b>22.82%</b>	<b>16.71%</b>
		Average Acquisition Cost on FIFO Basis per share						1.25