

DESH RAKSHAK AUSHDHALAYA LIMITED

BHAGWANT KUTI KANKHAL-249408, HARIDWAR (UTTARAKHAND) INDIA

Manufacturers of Ayurvedic and Herbal Product

Phone: (01334) 243833, 245877, 242333 Tele Fax: (01334) 245866

E-mail: dra195@yahoo.com, dra196@yahoo.in website: www.deshrakshak.in

To,
Corporate Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Date: 05.05.2025

Ref: Scrip Code: 531521

Respected Sir/Mam,

Sub: Submission of Certificate of Practicing Company Secretary in respect of compliance of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 12,60,000 equity shares of the face value of Rs.10/-each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015:

Pursuant to Regulation 163(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations"), we are enclosing herewith certificate issued by R.C. Sharma and Associates, Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements of the applicable regulations of the SEBI (ICDR) Regulations.

Kindly take the information on record.

Thanking You

Yours Faithfully,

For Desh Rakshak Aushdhalaya Limited

Sohini Bansal

Company Secretary and Compliance Officer
ICSI Membership No. 64620

Date: 05.05.2025

Place: Haridwar



R.C. Sharma & Associates

Company Secretaries

Mumba Dhaam, Block No. 30, Shop No. 218,
Opp. Vikas Bhawan, Sanjay Place, Agra-282002
Ph.: 0562-4012680 Mob.: 9319104242
E-mail : rcsharmacs@yahoo.com

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

May 05, 2025

To,
The Board of Directors,
Desh Rakshak Aushdhalaya Limited,
Bhagwant Kuti Kankhal, Haridwar
Uttarakhand- 249408 India

Subject: Certificate of Practising Company Secretary in respect of compliance of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 12,60,000 equity shares of the face value of Rs.10/-each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Respected Sir/ Madam,

I, Ramesh Chandra Sharma, a Practising Company Secretary, having office at Mumba Dhaam, Block No. 30, Shop No.218, Opposite Vikas Bhawan, Sanjay Place, Agra, Uttar Pradesh-282002 has been appointed by the Desh Rakshak Aushdhalaya Limited (the "Company") (CIN: L33119UR1981PLC006092) to certify that the proposed preferential issue of 12,60,000 equity shares of the face value of Rs.10 /- each of the Company, is in compliance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the "SEBI (LODR) Regulations"), and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulation 163(2) of the SEBI (ICDR) Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. This certificate shall be available on website of the Company specified in the notice of Extra-Ordinary General Meeting to be held for seeking approval of shareholders for the preferential issue.





R.C. Sharma & Associates

Company Secretaries

Mumba Dhaam, Block No. 30, Shop No. 218,
Opp. Vikas Bhawan, Sanjay Place, Agra-282002
Ph.: 0562-4012680 Mob.: 9319104242
E-mail : rcsharmacs@yahoo.com

Managements' Responsibility

The compliance with the relevant provisions of the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations and the Act for the proposed preferential issue of equity shares and preparation of the Notice, including its content 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 us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

The shares of the company are infrequently traded and there is allotment of more than 5% of the post issue diluted share capital to an allottee hence, in terms of Regulation 165 and 166A of the SEBI (ICDR) Regulations, the management of the Company has obtained a valuation report from an independent registered valuer, Mr. Arpit Baslas [Registration No. IBBI/RV/03/2020/13260] to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue.

The Management of the Company has also obtained a certificate from an independent registered valuer in terms of Regulation 165 of the SEBI (ICDR) Regulations stating that the company is in compliance with Regulation 165 of the SEBI (ICDR) Regulations.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI (ICDR) Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the equity shares to the proposed allottee(s), are being made in accordance with the requirements of the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company and on the basis of verification of the relevant records and documents of the Company with respect to the proposed preferential issue by the company, as required under the SEBI (ICDR) Regulations, I have verified that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder and other Regulations as applicable to the preferential issue, more specifically, the following:





R.C. Sharma & Associates

Company Secretaries

Mumba Dhaam, Block No. 30, Shop No. 218,
Opp. Vikas Bhawan, Sanjay Place, Agra-282002
Ph.: 0562-4012680 Mob.: 9319104242
E-mail : rcsharmacs@yahoo.com

1. I have verified that all the present equity shares are fully paid up and the proposed preferential issue would be well within the Authorised Share Capital of the company.
2. I have reviewed and verified the draft notice of Extra-Ordinary General Meeting, inter alia seeking approval of the shareholders of the Company for the preferential issue of above said equity shares.
3. I have noted that the relevant date for proposed preferential issue is April 29, 2025.
4. On the basis of documents produced before us and undertaking produced by the proposed allottee(s), I certify that the none of the proposed allottee(s) has/ have sold or transferred
5. any equity shares of the Company during the ninety (90) trading days preceding the relevant date and none of the proposed allottee(s) are promoter or belonging to promoter group.
6. On the basis of documents produced before us and undertaking produced by the proposed allottee(s), I certify that the proposed allottee(s), Mr. Navneet Chaturvedi, Ms. Ruchika Chaturvedi, Ms. Victoria Rao Pippal, Ms. Rashmi Kumari does not hold any equity shares of the company for a period starting from the relevant date till the date of preferential allotment.
7. On the basis of documents produced before us and undertaking produced by the proposed allottee(s), I certify that none of the proposed allottees holds equity shares in the Company and therefore requirement of lock-in of pre-preferential shareholding in accordance with Regulation 167 (6) of the SEBI (ICDR) Regulations is not applicable.
8. On the basis of documents and undertaking produced before me, I certify that none of the proposed allottee(s) and the company is ineligible for allotment in terms of Regulation 159 of the SEBI (ICDR) Regulations.
9. On the basis of documents and undertaking produced before me, I certify that the proposed preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, Section 42 and 62 of the Act and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other requirements of the Act. Further, the Company has complied with all legal and statutory formalities and to the best of my knowledge no statutory authority has restrained the Company from issuing the above mentioned proposed securities.





R.C. Sharma & Associates

Company Secretaries

Mumba Dhaam, Block No. 30, Shop No. 218,
Opp. Vikas Bhawan, Sanjay Place, Agra-282002
Ph.: 0562-4012680 Mob.: 9319104242
E-mail : rcsharmacs@yahoo.com

10. On the basis of documents and undertaking produced before me, I certify that 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. However, the shares of the company are infrequently traded and the proposed preferential issue result in allotment of more than 5% of the post issue fully diluted share capital to an allottee, the Company has obtained valuation report from an independent registered valuer to consider same for determining issue price in terms of Regulation 165 and 166A of the SEBI (ICDR) Regulations.
11. The equity shares of the Company are listed on BSE Limited. In terms of Valuation report received from an independent registered valuer the minimum issue price of the equity shares to be allotted pursuant to preferential issue is Rs. 22. Accordingly, the minimum issue price shall be Rs.22.
12. I have verified the Permanent Account Number and other relevant details of the proposed allottee(s) subscribing to the preferential issue.
13. The total allotment to the allottee in the present preferential issue or in the same financial year, i.e. FY 2025-26 is more than 5% of the post issue fully diluted share capital of the Issuer.
14. I certify that the minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 165 and 166A of Chapter V of the SEBI (ICDR) Regulations has been worked out at **Rs. 22 each**.
15. *The relevant date for the purpose of said minimum issue price was 29th April, 2025.
16. The workings for arriving at such minimum issue price or valuation report from Independent Registered Valuer have been attached herewith.
17. **The highest trading volume in respect of the equity shares of the company has been recorded during the preceding 90 trading days prior to the relevant date on BSE Limited.





R.C. Sharma & Associates

Company Secretaries

Mumba Dhaam, Block No. 30, Shop No. 218,
Opp. Vikas Bhawan, Sanjay Place, Agra-282002
Ph.: 0562-4012680 Mob.: 9319104242
E-mail : rcsharmacs@yahoo.com

18. I 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 the SEBI (ICDR) Regulations.

**(the shares of the company are infrequently traded and the proposed preferential issue result in allotment of more than 5% of the post issue fully diluted share capital to an allottee and Articles of Association of the company does not provide for a method of determination which results in a floor price higher than that determined under the SEBI (ICDR) Regulations, therefore, the Company has obtained valuation report from an independent registered valuer to consider same for determining issue price in terms of Regulation 165 and 166A of the SEBI (ICDR) Regulations).*

*** The Company is listed on BSE Limited only. Further, the Equity Shares of the Company are not frequently traded shares in accordance with Regulation 164 (5) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.)*

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s), I hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations, the SEBI (LODR) Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

FOR R. C. SHARMA & ASSOCIATES, COMPANY SECRETARIES


Ramesh Chandra Sharma
(Proprietor)
Membership No. 5524
C.P. No.- 7957



Date: May 05, 2025
Place: Agra
ICSI UDIN No- F005524G000266785